

ILLEGIBLE NOTARY SEAL DECLARATION

GOVERNMENT CODE 27361.7

I declare under penalty of perjury that the Notary Seal on the document to which this statement is attached, reads as follows:

Name of Notary Public: Maura E. McCauley

Commission number: 1467341

Notary Public State: California

Notary Public County: San Francisco

My commission expires: February 1, 2008

Signature of Declarant: _____



Print Name of Declarant: Ross Kennedy

City and State of Execution: Pleasanton, California

Date Signed: January 26, 2006

Emeryville Redevelopment Agency hereby consents to the foregoing Amended and Restated Declaration of Covenants, Conditions Restrictions and Easements and Amendment of Declaration of Reciprocal Easements dated October __, 2004 (the "Declaration"), and hereby subordinates any and all interests it may have in the Property to the Declaration, the covenants, conditions and restrictions set forth in the Declaration and the easements granted in the Declaration.

Approved as to form this 13th day of December, 2005.

EMERYVILLE REDEVELOPMENT AGENCY

MICHAEL G. BIDDLE, Agency Counsel

By: Michael G. Biddle

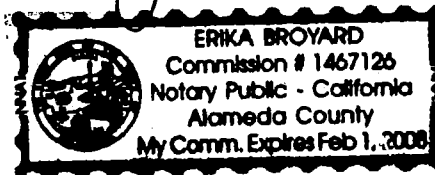
By: John A. Flores
Name: JOHN A. FLORES
Its: Executive Director

STATE OF California)
COUNTY OF Alameda)

On December 13, 2005 before me, Erika Broyard, a Notary Public in and for said state, personally appeared John A. Flores, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Erika Broyard
Notary Public in and for said State



ILLEGIBLE NOTARY SEAL DECLARATION

GOVERNMENT CODE 27361.7

I declare under penalty of perjury that the Notary Seal on the document to which this statement is attached, reads as follows:

Name of Notary Public: Erika Broyard

Commission number: 1467126

Notary Public State: California

Notary Public County: Alameda

My commission expires: February 1, 2008

Signature of Declarant: 

Print Name of Declarant: Ross Kennedy

City and State of Execution: Pleasanton, California

Date Signed: January 26, 2006

Wells Fargo Bank, N.A., as Mortgagee with respect to the Retail Parcel, hereby consents to the foregoing Amended and Restated Declaration of Covenants, Conditions Restrictions and Easements and Amendment of Declaration of Reciprocal Easements dated October 27, 2004 (the "Declaration"), and hereby subordinates any and all interests it may have in the Property to the Declaration, the covenants, conditions and restrictions set forth in the Declaration and the easements granted in the Declaration.

December 23, 2005

WELLS FARGO BANK, N.A.

Erin P. Peart

By: Erin P. Peart

Its: Senior Vice President

District
STATE OF Columbia)

) ss.

COUNTY OF _____)

On December 23, 2005, before me, Deanna M. Drake, a Notary Public in and for said state, personally appeared Erin P. Peart, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Deanna M. Drake
Notary Public in and for said ~~State~~ District

70 My Commission expires: October 14, 2010

California Urban Investment Partners, LLC, as Mortgagee with respect to the West Residential Parcel, hereby consents to the foregoing Amended and Restated Declaration of Covenants, Conditions Restrictions and Easements and Amendment of Declaration of Reciprocal Easements dated October 27, 2004 (the "Declaration"), and hereby subordinates any and all interests it may have in the Property to the Declaration, the covenants, conditions and restrictions set forth in the Declaration and the easements granted in the Declaration.

December 30, 2005

CALIFORNIA URBAN INVESTMENT PARTNERS, LLC, a Delaware limited liability company

By: MacFarlane Urban Realty Company, LLC, a California limited liability company

Its: Manager

By: [Signature]
Jon Knorpp
Its: Principal

STATE OF California)

) ss.

COUNTY OF San Francisco

On January 4, 2006, before me, Maura E. McCauley, a Notary Public in and for said state, personally appeared Jon Knorpp, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maura E. McCauley
Notary Public in and for said State



Wells Fargo Bank, National Association, as Mortgagee with respect to the East Residential Parcel, hereby consents to the foregoing Amended and Restated Declaration of Covenants, Conditions Restrictions and Easements and Amendment of Declaration of Reciprocal Easements dated October 27, 2004 (the "Declaration"), and hereby subordinates any and all interests it may have in the Property to the Declaration, the covenants, conditions and restrictions set forth in the Declaration and the easements granted in the Declaration.

January 20, 2006

WELLS FARGO BANK, NATIONAL ASSOCIATION

Thomas M. Demchuk

By: Thomas M. Demchuk
Vice President

Its: _____

STATE OF _____)

) ss.

COUNTY OF _____)

On _____, before me, _____, a Notary Public in and for said state, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for said State

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

} ss.

On JANUARY 20, 2006
Date

before me, GRACE S. LEE
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared

THOMAS M. DEMCHUK
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Grace S. Lee
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document:

CONSENT AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS RESTRICTIONS AND EASEMENTS AND AMENDMENT OF DECLARATION OF RECIPROCAL EASEMENTS DATED OCTOBER 27, 2004

Document Date: JANUARY 20, 2006

Number of Pages: _____

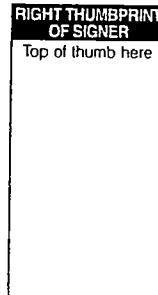
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



ILLEGIBLE NOTARY SEAL DECLARATION

GOVERNMENT CODE 27361.7

I declare under penalty of perjury that the Notary Seal on the document to which this statement is attached, reads as follows:

Name of Notary Public: Grace Lee

Commission number: 1613044

Notary Public State: California

Notary Public County: San Francisco

My commission expires: October 15, 2009

Signature of Declarant: _____



Print Name of Declarant: Ross Kennedy

City and State of Execution: Pleasanton, California

Date Signed: January 26, 2006

EXHIBIT LIST

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
Exhibit A-1	Site Plan
Exhibit A-2	Legal Description of Project Site/Retail Parcel
Exhibit B-1	Legal Description of West Residential Parcel #1
Exhibit B-2	Legal Description of West Residential Parcel #2
Exhibit B-3	Legal Description of East Residential Parcel
Exhibit C	East Loading Zone
Exhibit D	Project Rules and Regulations
Exhibit E	Residential Easement Areas
Exhibit F	Retail Shafts
Exhibit G	Retail Equipment Area
Exhibit H	West Loading Zone
Exhibit I	Residential Parking Facility Access, including Ramps
Exhibit J	Residential Tower Entrance Areas
Exhibit K	Work Rules
Exhibit L	Purchase Price Determination
Exhibit M	Signage Criteria
Exhibit N	Schedule of Approved Plans

EXHIBIT A-1

SITE PLAN

EXHIBIT A-1

EXHIBIT A-1

SITE PLAN / PAGE 1 OF 1, BUILDINGS C, D & E

SITE PLAN
Page 1 of 1
BUILDINGS C, D & E

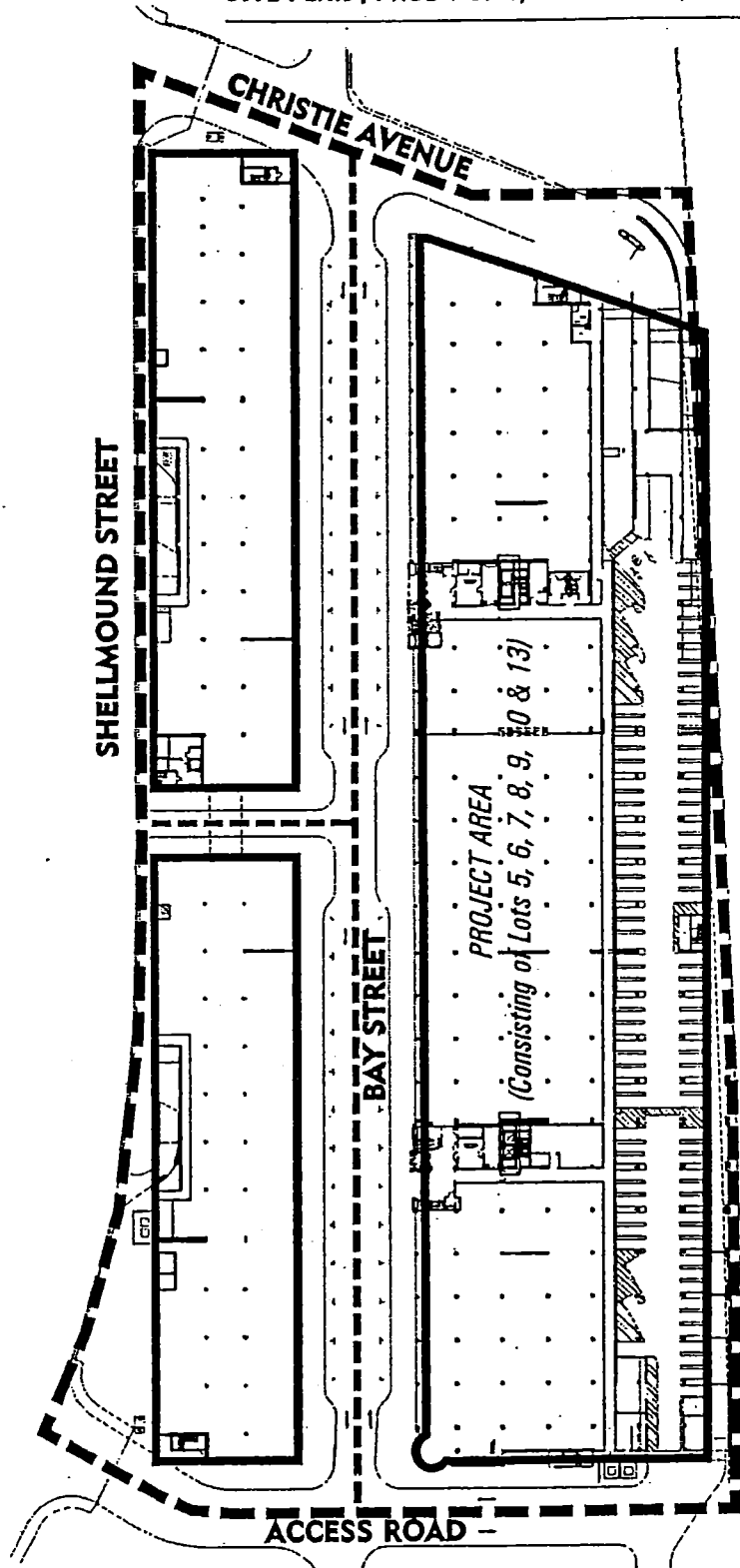


EXHIBIT A-1

Bay Street, Emeryville

SITE PLAN



EXHIBIT A-2

LEGAL DESCRIPTION OF PROJECT SITE/RETAIL PARCEL

Project Site:

Lots 5, 6, 7, 8, 9, 10 and 13, Tract Map No. 7661 in the City of Emeryville, County of Alameda, State of California, as per Map recorded in Book 267, Pages 1 through 20 in the Office of the County Recorder of Alameda, as amended by the Certificate of Correction recorded on July 8 2004 as Series No. 2004-236575).

Retail Parcel:

Lots 5, 7, 9 and 13, Tract Map No. 7661 in the City of Emeryville, County of Alameda, State of California, as per Map recorded in Book 267, Pages 1 through 20 in the Office of the County Recorder of Alameda, as amended by the Certificate of Correction recorded on July 8 2004 as Series No. 2004-236575).

EXHIBIT B-1

LEGAL DESCRIPTION OF WEST RESIDENTIAL PARCEL #1

Lot 8, Tract Map No. 7661 in the City of Emeryville, County of Alameda, State of California, as per Map recorded in Book 267 of Map, Pages 1 through 20 in the Office of the County Recorder of Alameda, as amended by the Certificate of Correction recorded on July 8 2004 as Series No. 2004-236575).

EXHIBIT B-1

EXHIBIT B-2

LEGAL DESCRIPTION OF WEST RESIDENTIAL PARCEL #2

Lot 10, Tract Map No. 7661 in the City of Emeryville, County of Alameda, State of California, as per Map recorded in Book 267 of Maps, Pages 1 through 20 in the Office of the County Recorder of Alameda, as amended by the Certificate of Correction recorded on July 8 2004 as Series No. 2004-236575).

EXHIBIT B-2

EXHIBIT B-3

LEGAL DESCRIPTION OF EAST RESIDENTIAL PARCEL

Lot 6, Tract Map No. 7661 in the City of Emeryville, County of Alameda, State of California, as per Map recorded in Book 267 of Maps, Pages 1 through 20 in the Office of the County Recorder of Alameda, as amended by the Certificate of Correction recorded on July 8 2004 as Series No. 2004-236575).

EXHIBIT B-3

EXHIBIT C
EAST LOADING ZONE

EXHIBIT C

EXHIBIT C

EAST LOADING ZONE | PAGE 1 OF 2, BUILDING E (NORTH)

EAST LOADING ZONE
Page 1 of 2
BUILDING E (North)

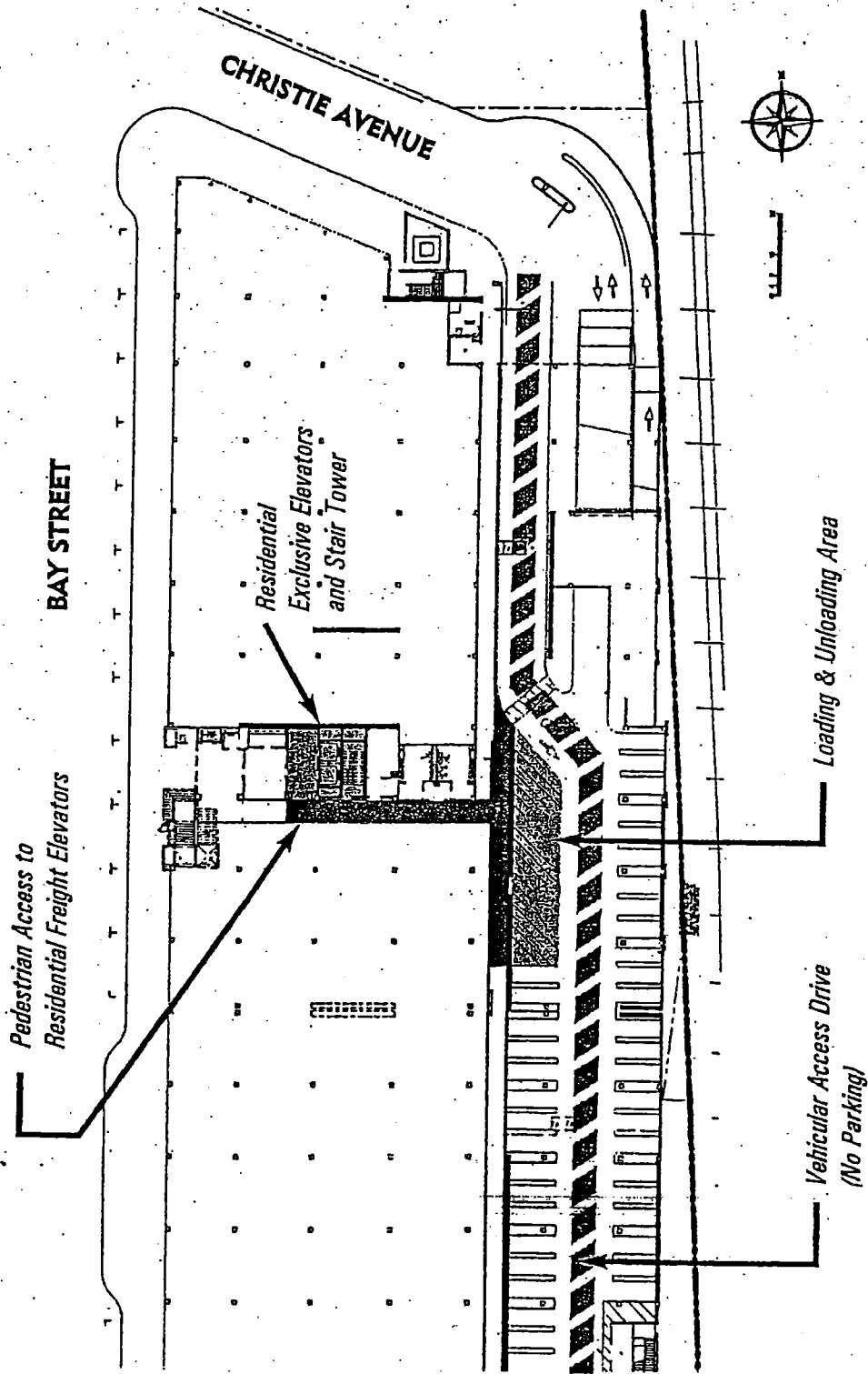


EXHIBIT C

BUILDING E
Retail Level Plan (North)

Bay Street, Emeryville



EXHIBIT C

EAST LOADING ZONE / PAGE 2 OF 2, BUILDING E (SOUTH)

EAST LOADING ZONE
Page 2 of 2
BUILDING E (South)

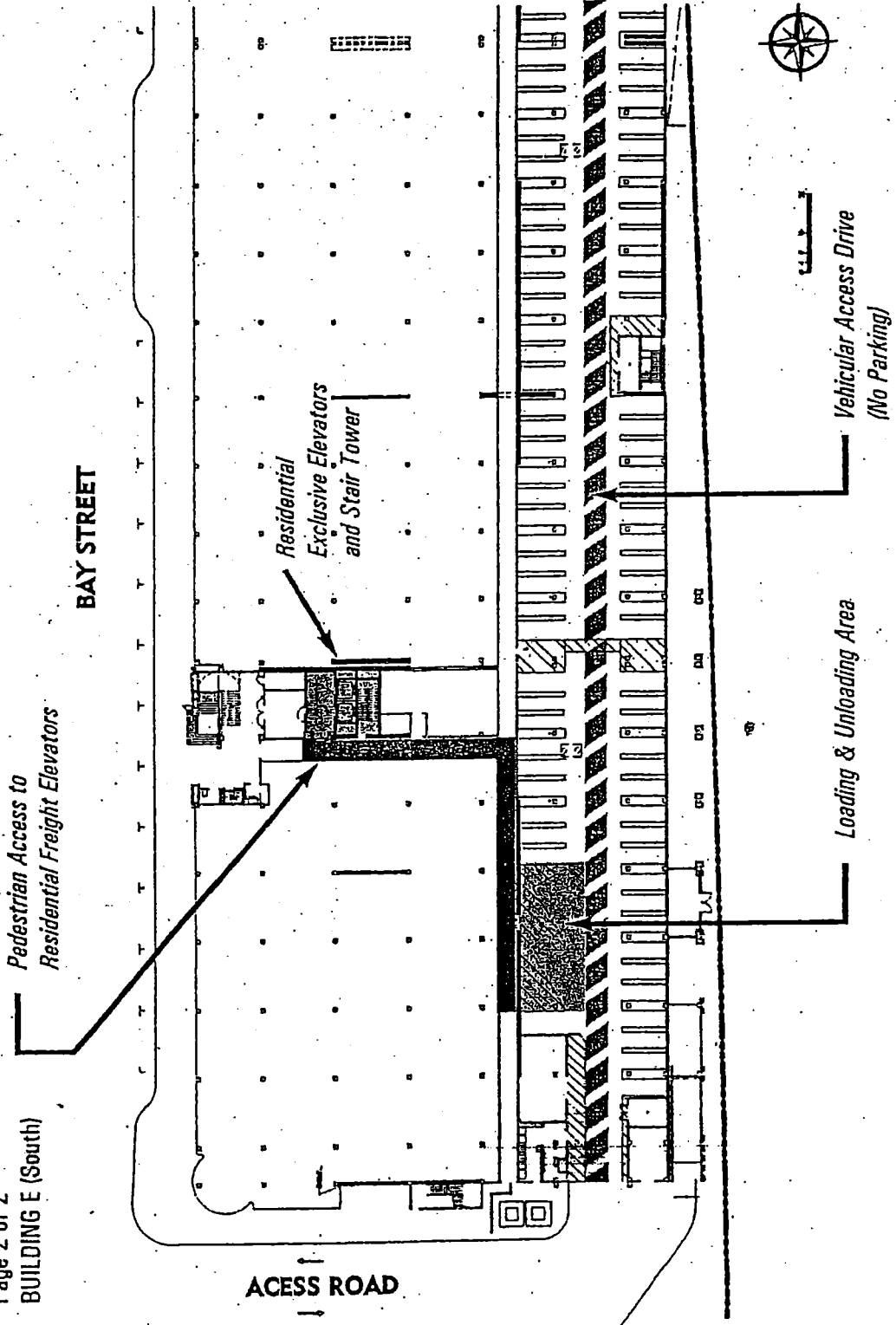
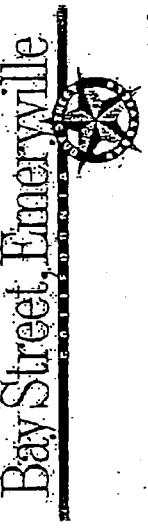


EXHIBIT C



BUILDING E
Retail Level Plan (South)

EXHIBIT D

PROJECT RULES AND REGULATIONS

A. Residential Parcels:

1. No signs or advertising notices or other items, including, but not limited to flags, banners, rugs, etc., may be located on the outside of a Residential Unit. No tin foil, sheets, blankets, or any other type of covering may be placed over windows to darken a Residential Unit. This restriction does not apply to drapes, curtains, blinds and other similar internal window coverings.
2. Smoking is prohibited in any designated non-smoking area and within twenty (20) feet of any residential lobby, vestibule or stairway.

B. Retail Parcel:

1. Smoking is prohibited in any designated non-smoking area and within twenty (20) feet of any residential lobby, vestibule or stairway.

C. Parking Facilities Rules and Regulations:

1. No vehicle shall be parked in such a manner as to impede or prevent ready access to any entrance to or exit from a Parking Facility.
2. Unsightly vehicles (such as cars with flats, broken windows, etc.) shall not be permitted in or around a Parking Facility. Any vehicles that are improperly parked, inoperable, have expired license plates, expired inspection stickers, or are unlicensed, may be towed at the owner's expense. Except for a car washing service provided in the Retail Parking Facility, washing of vehicles is prohibited.
3. No trailer, camper, mobile home, recreational vehicle, boat, commercial vehicle, truck (other than standard size pick-up trucks or vans) or similar equipment shall be permitted to remain in any Residential Parking Facility (other than for purposes of loading and unloading personal property).
4. All vehicles must be maintained in proper operating condition and meet Legal Requirements so as not to be a hazard or nuisance by noise or exhaust.
5. Vehicle maintenance and repair, including, but not limited to oil changing and lubrication, is prohibited.

EXHIBIT E

RESIDENTIAL EASEMENT AREAS

EXHIBIT E

EXHIBIT E

RESIDENTIAL EASEMENT AREAS

RESIDENTIAL EASEMENT AREAS

Page 1 of 6

BUILDING C

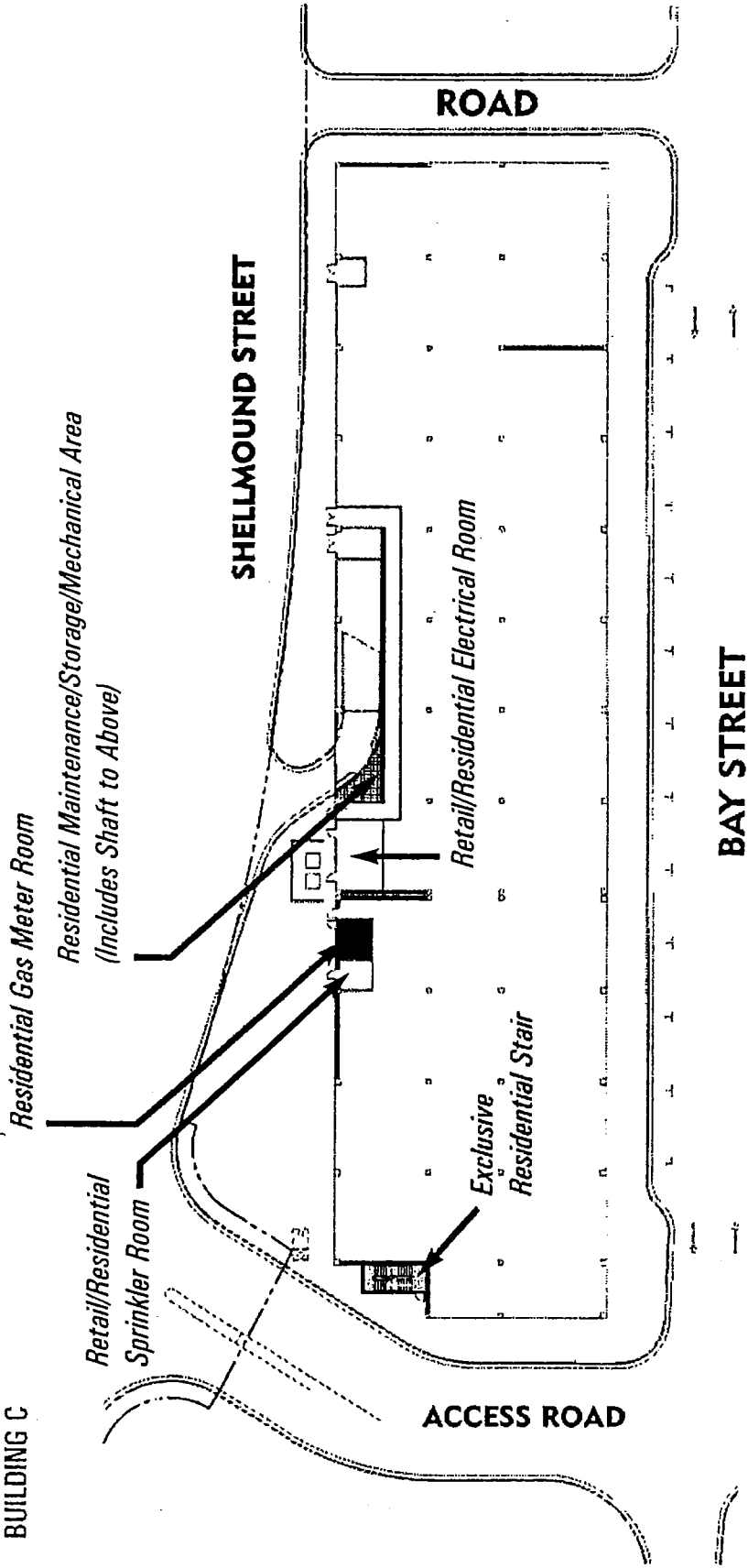


EXHIBIT E

Bay Street, Emeryville
 CALIFORNIA

BUILDING C
 Retail Level Plan

RESIDENTIAL EASEMENT AREAS

Page 2 of 6

BUILDING D

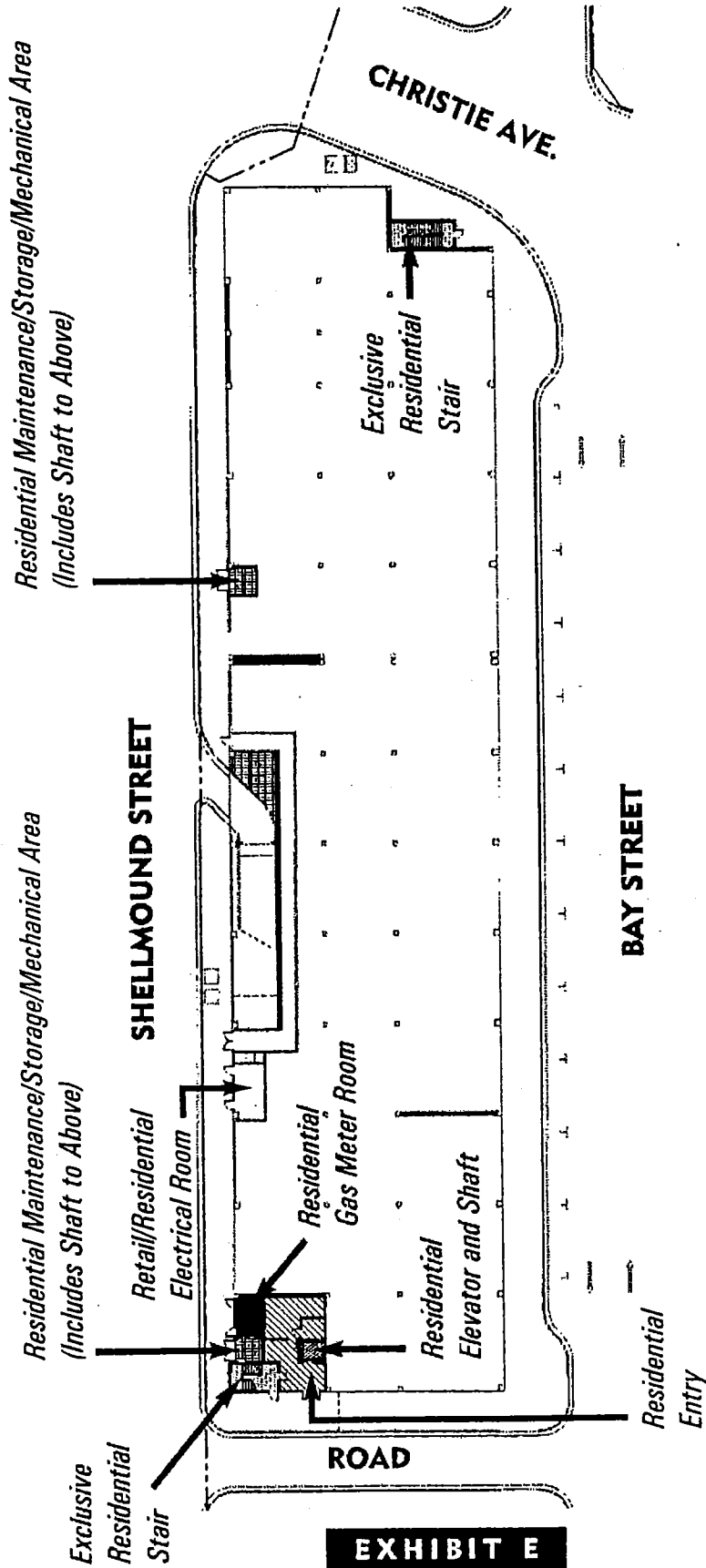


EXHIBIT E

BUILDING D
Retail Level Plan

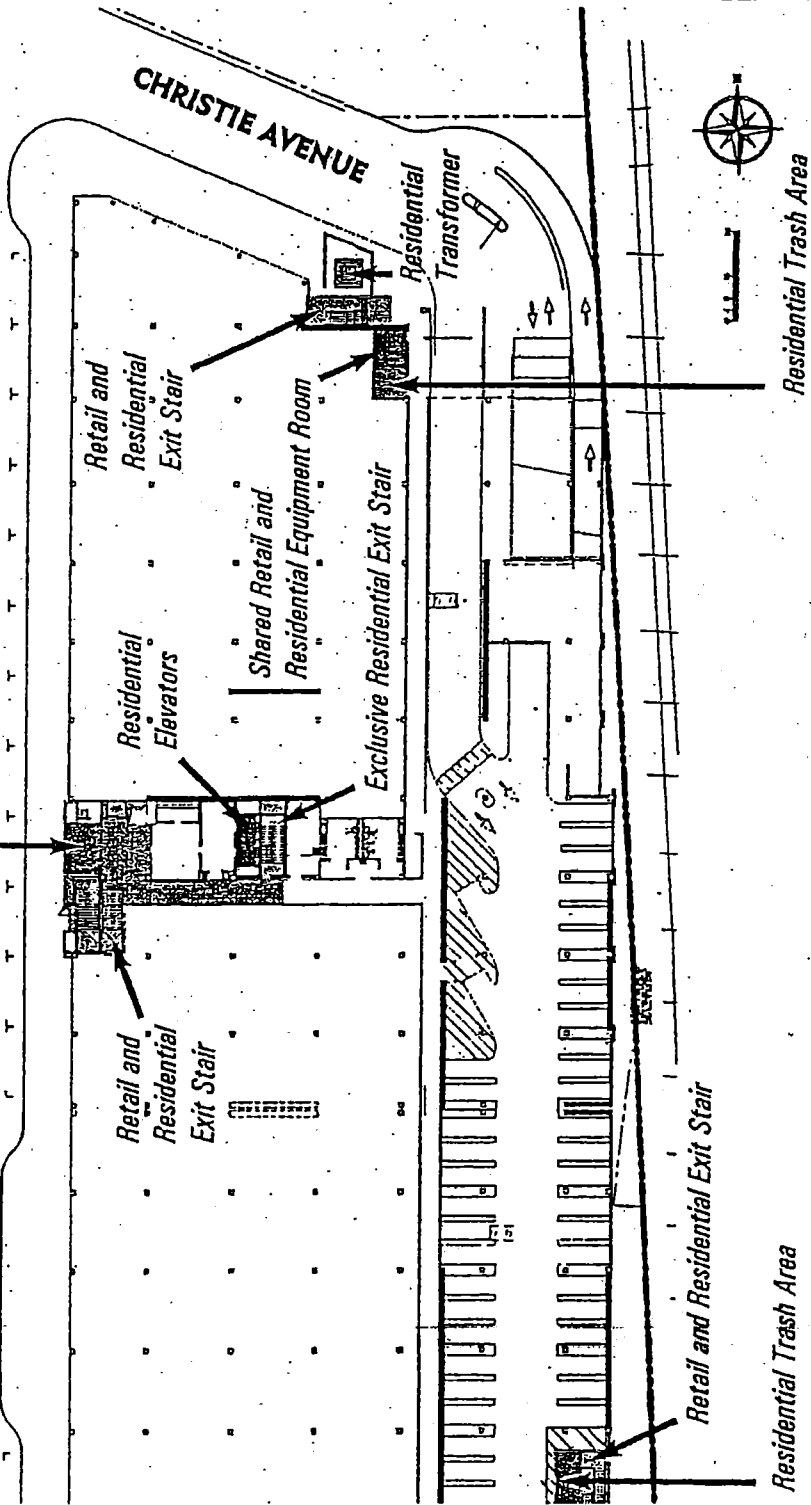
Bay Street, Emeryville
CALIFORNIA



RESIDENTIAL EASEMENT AREAS
Page 3 of 6
BUILDING E (North)

*Pedestrian
Access Easement*

BAY STREET



Residential Trash Area

Retail and Residential Exit Stair

Residential Trash Area

EXHIBIT E

RESIDENTIAL EASEMENT AREAS / PAGE 3 OF 6, BUILDING E (NORTH)

Bay Street, Emeryville

BUILDING E
Retail Level Plan (North)

EXHIBIT E

RESIDENTIAL EASEMENT AREAS

Page 4 of 6

BUILDING E (South)

*Pedestrian
Access Easement*

BAY STREET

ACCESS ROAD

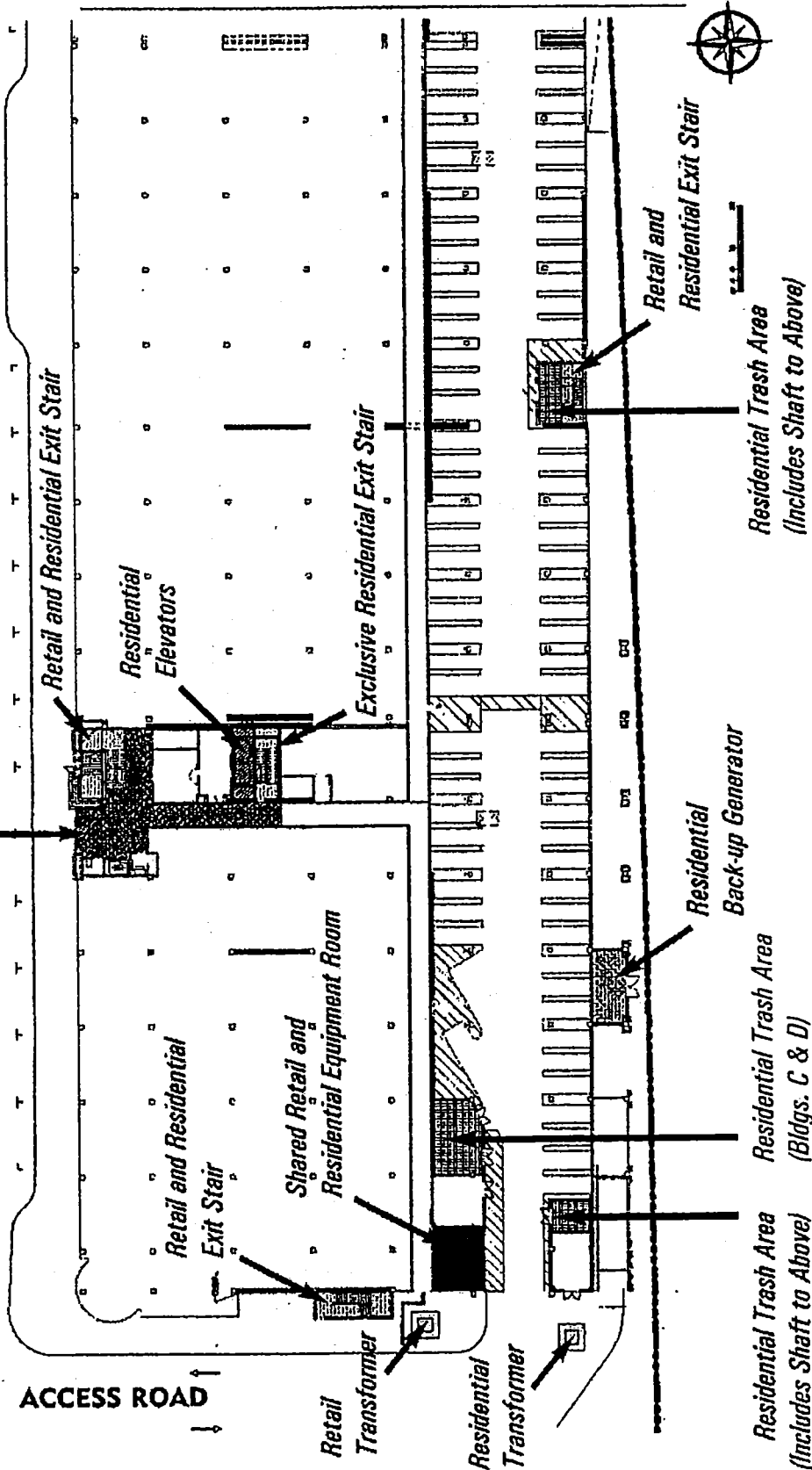


EXHIBIT E

RESIDENTIAL EASEMENT AREAS

*Residential Trash Area
(Includes Shaft to Above)*

*Residential Trash Area
(Bldgs. C & D)*

*Residential Trash Area
(Includes Shaft to Above)*

Bay Street, Emeryville



BUILDING E

Retail Level Plan (South)

EXHIBIT E

RESIDENTIAL EASEMENT AREAS / PAGE 5 OF 6, BUILDING E (NORTH)

RESIDENTIAL EASEMENT AREAS
Page 5 of 6
BUILDING E (North)

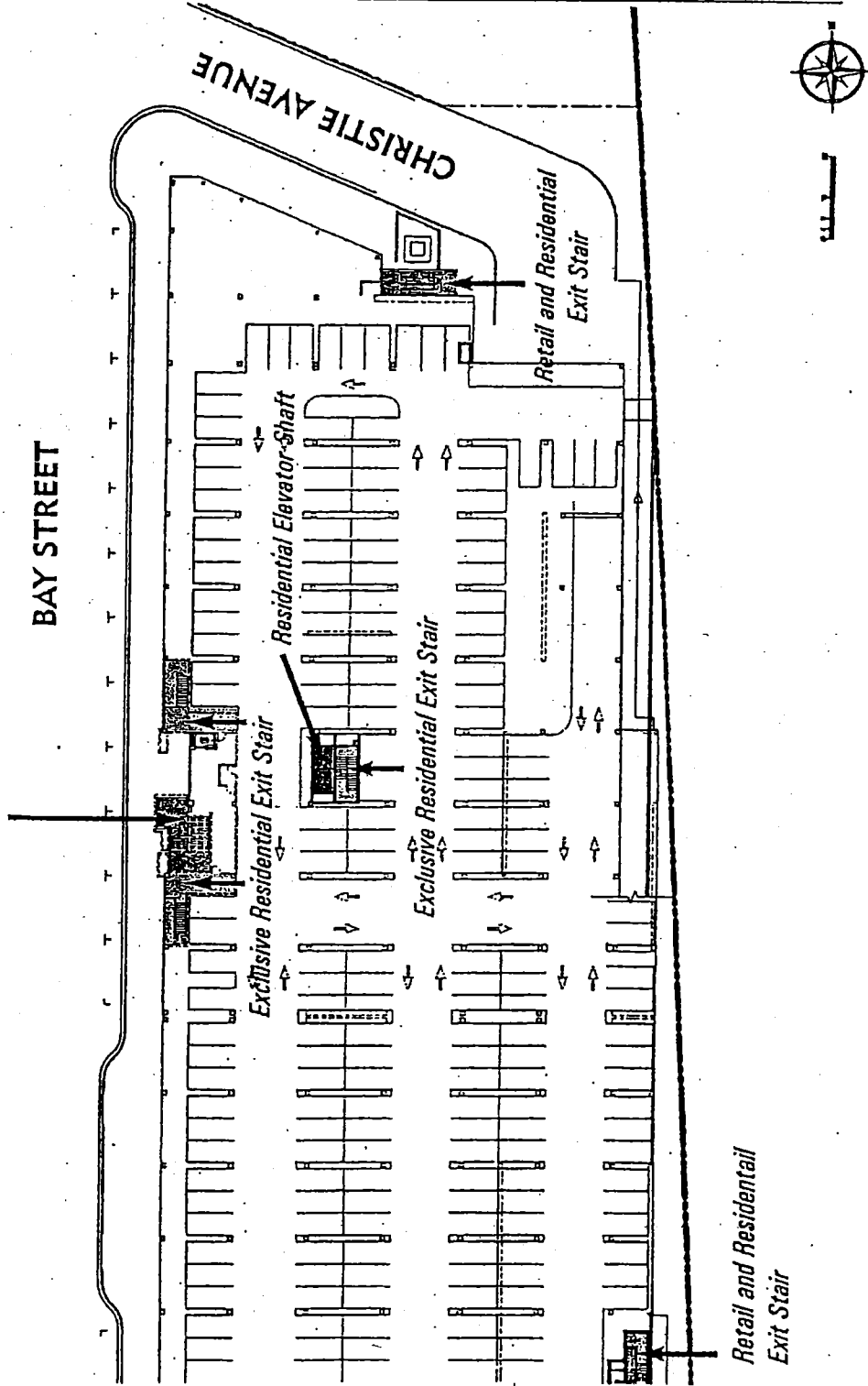


EXHIBIT E

Bay Street, Emeryville
CALIFORNIA

BUILDING E
Retail Garage Level Plan (North)

EXHIBIT E

RESIDENTIAL EASEMENT AREAS / PAGE 6 OF 6, BUILDING E (SOUTH)

RESIDENTIAL EASEMENT AREAS
Page 6 of 6
BUILDING E (South)

*Retail and Residential
Exit Stair*

BAY STREET

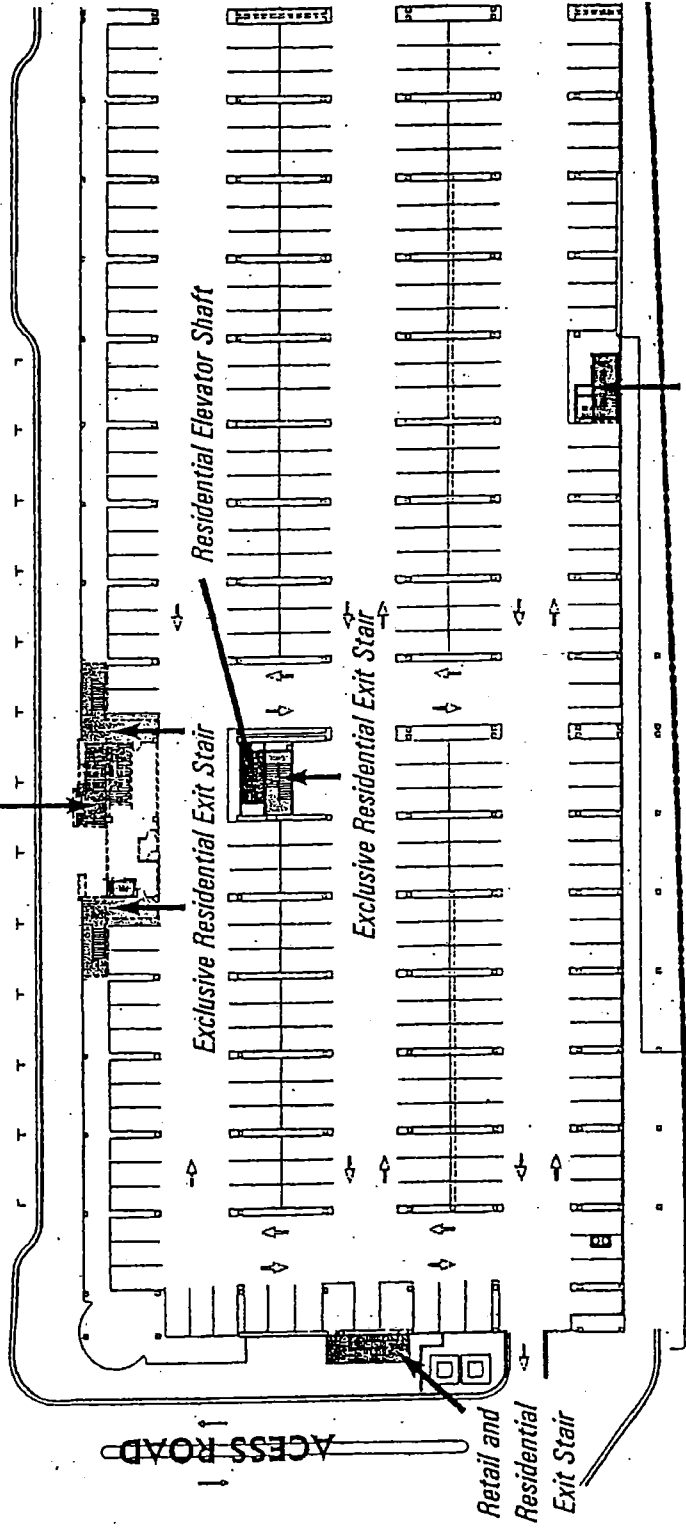


EXHIBIT E

Bay Street, Emeryville
CALIFORNIA

BUILDING E
Retail Garage Level Plan (South)

EXHIBIT F
RETAIL SHAFTS

EXHIBIT F

EXHIBIT F

RETAIL SHAFTS / PAGE 1 OF 6, BUILDING C

RETAIL SHAFTS
Page 1 of 6
BUILDING C

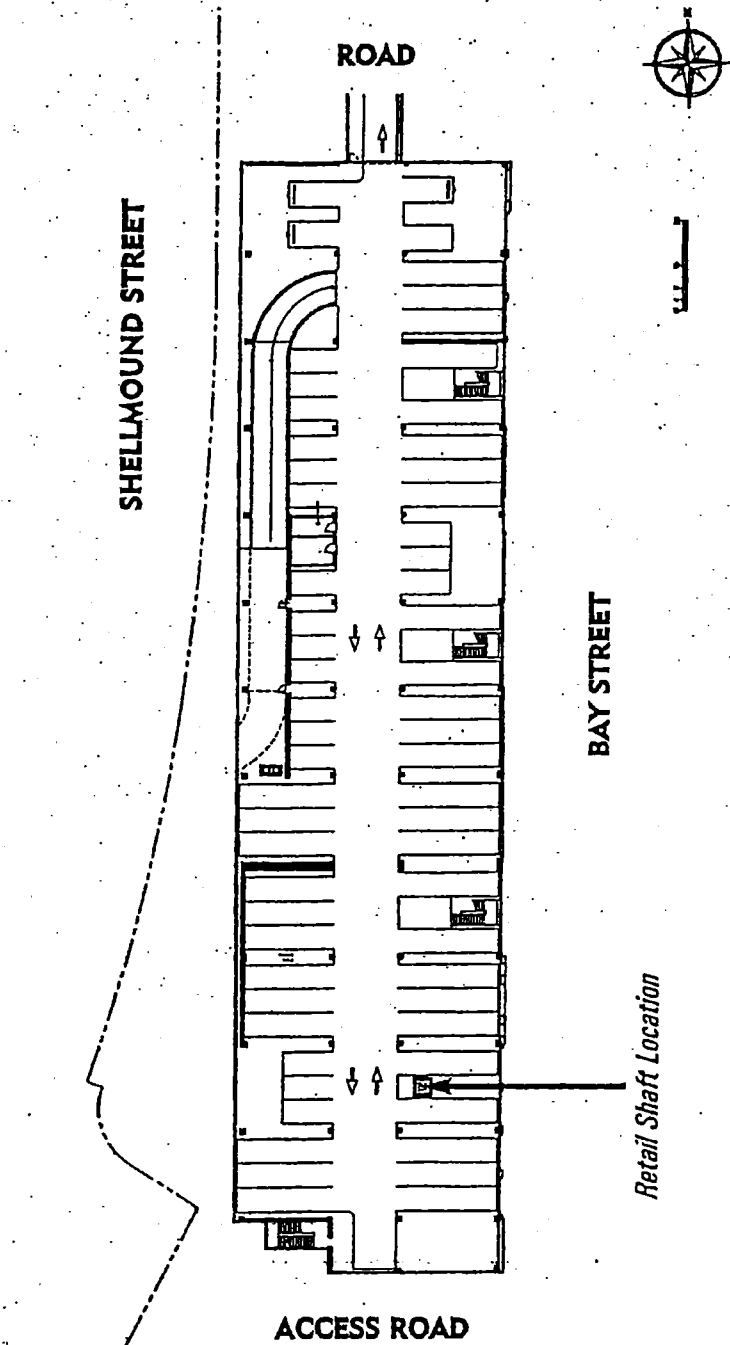


EXHIBIT F

Bay Street, Emeryville



BUILDING C
Residential Parking Level Plan

EXHIBIT F

RETAIL SHAFTS / PAGE 2 OF 6, BUILDING C

RETAIL SHAFTS
Page 2 of 6
BUILDING C

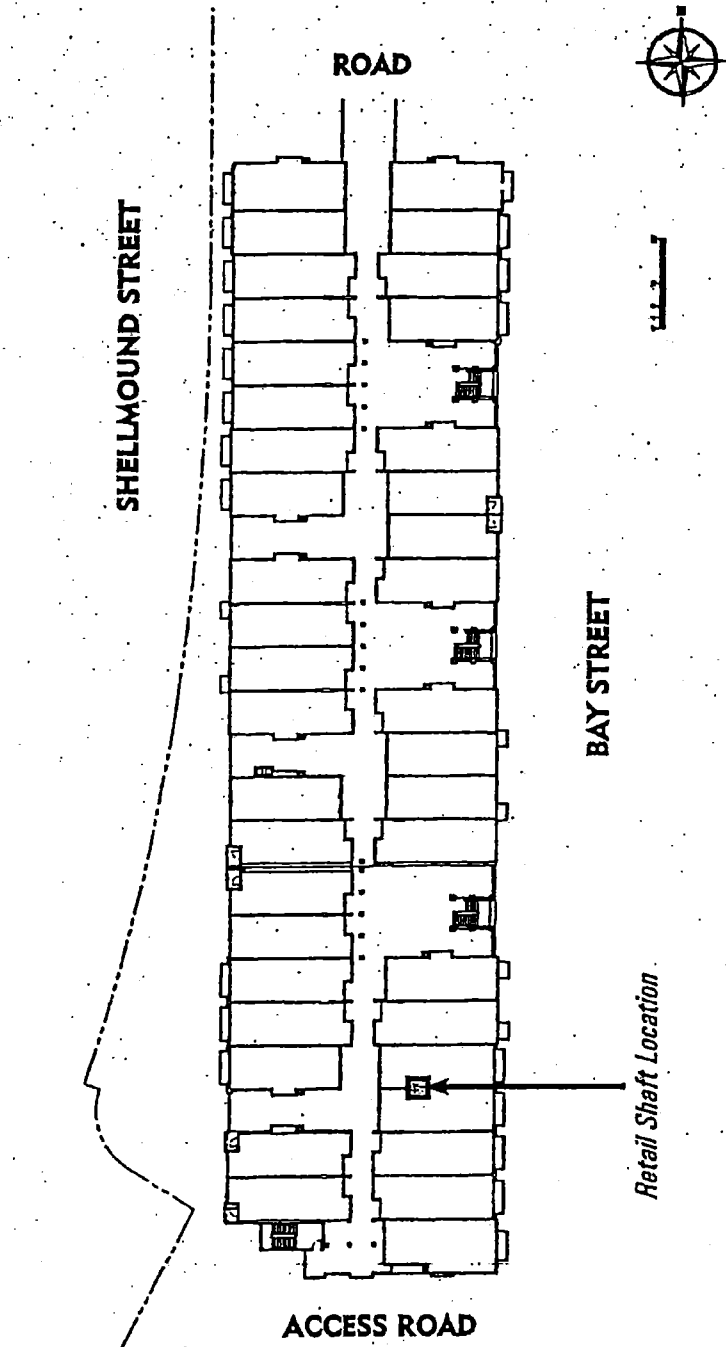


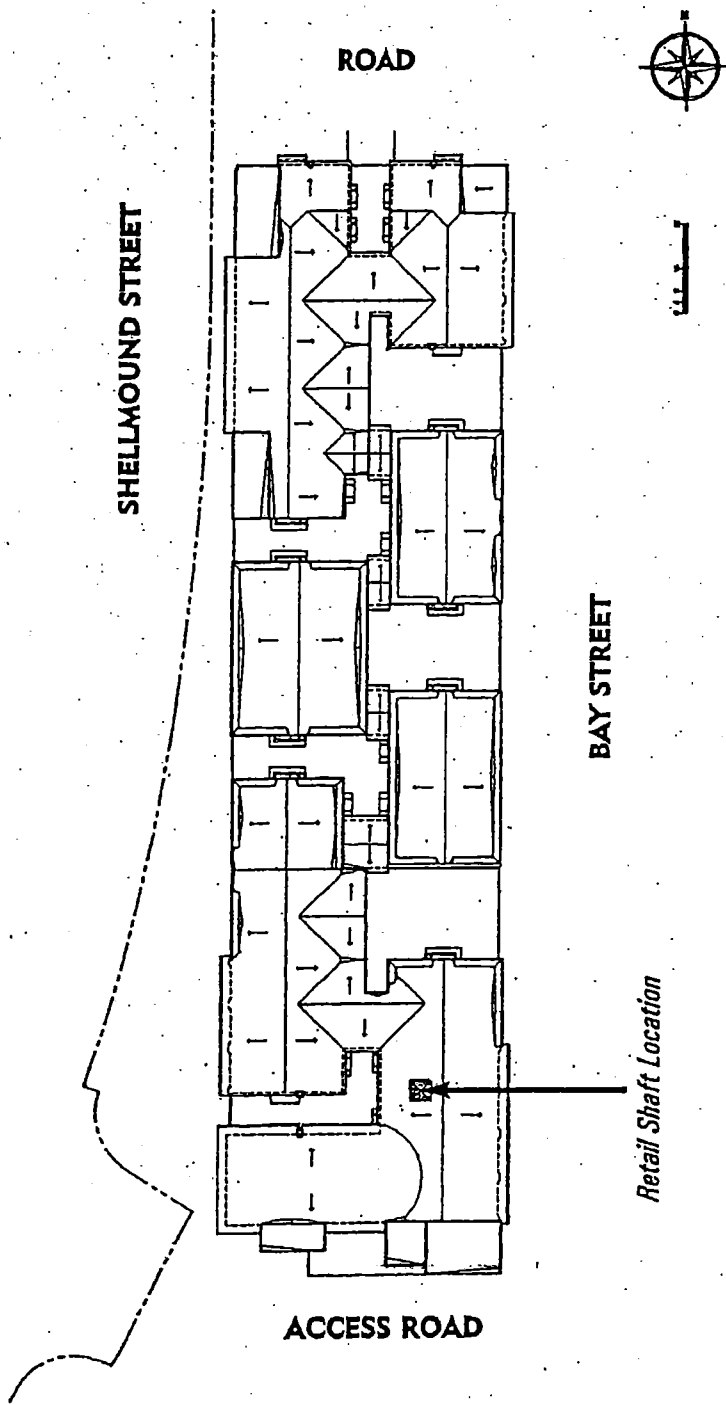
EXHIBIT F

Bay Street, Emeryville

BUILDING C
Residential Levels One & Two Plan

EXHIBIT F

RETAIL SHAFTS / PAGE 3 OF 6, BUILDING C



RETAIL SHAFTS
Page 3 of 6
BUILDING C

EXHIBIT F

Bay Street, Emeryville
COMMERCIAL

BUILDING C
Residential Roof Plan

EXHIBIT F

RETAIL SHAFTS / PAGE 4 OF 6, BUILDING D

RETAIL SHAFTS
Page 4 of 6
BUILDING D

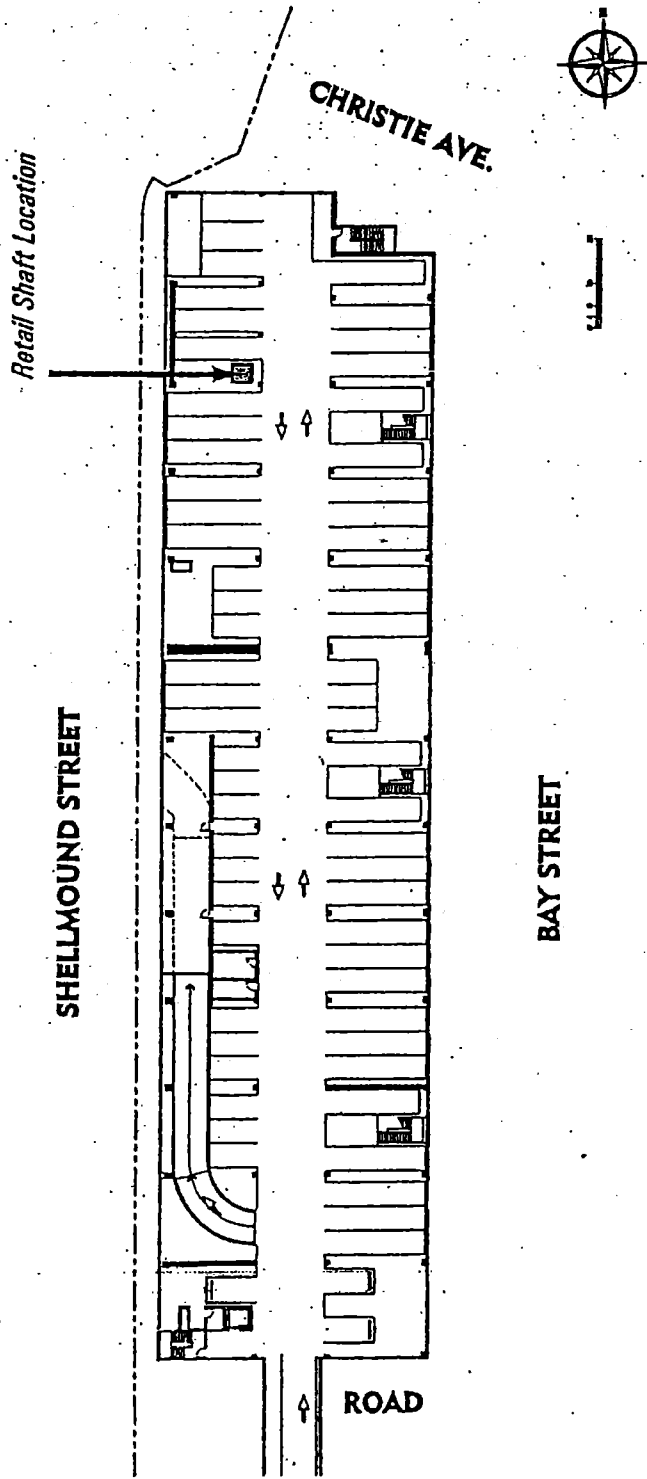


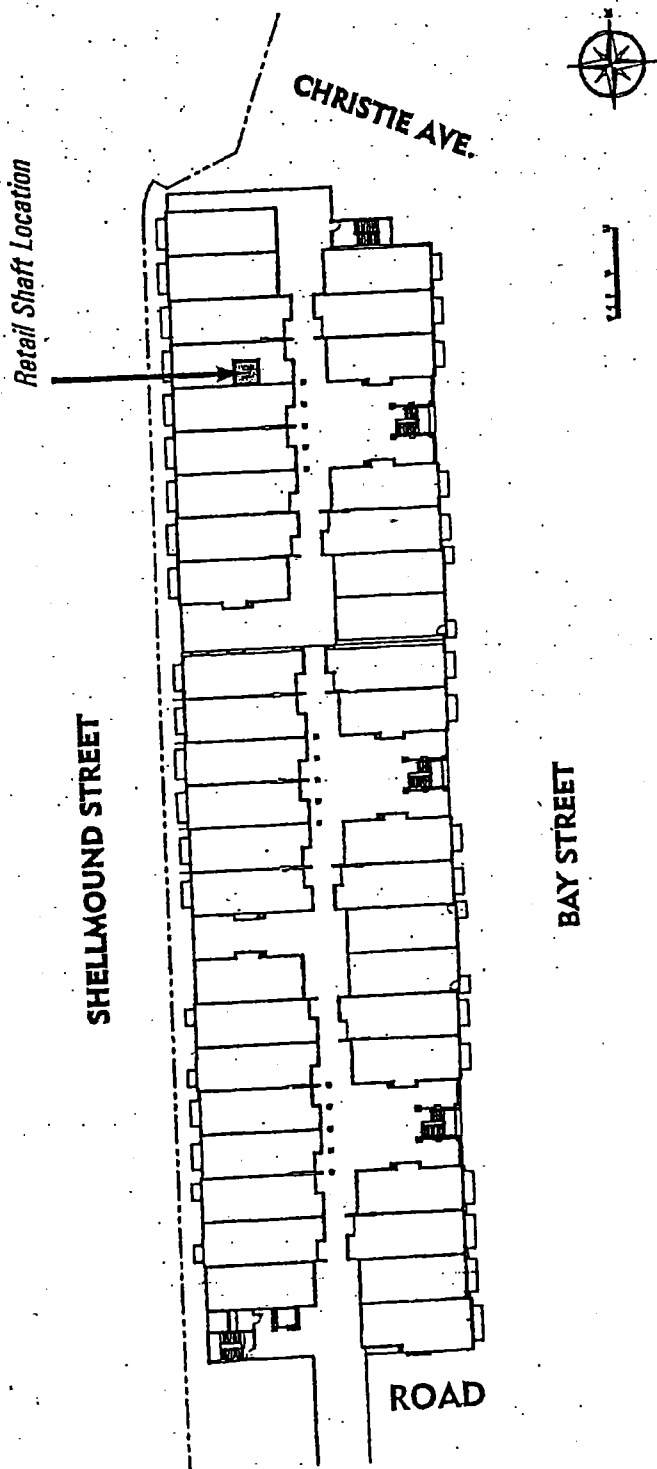
EXHIBIT F

Bay Street, Emeryville

BUILDING D
Residential Parking Level Plan

EXHIBIT F

RETAIL SHAFTS / PAGE 5 OF 6, BUILDING D



RETAIL SHAFTS
Page 5 of 6
BUILDING D

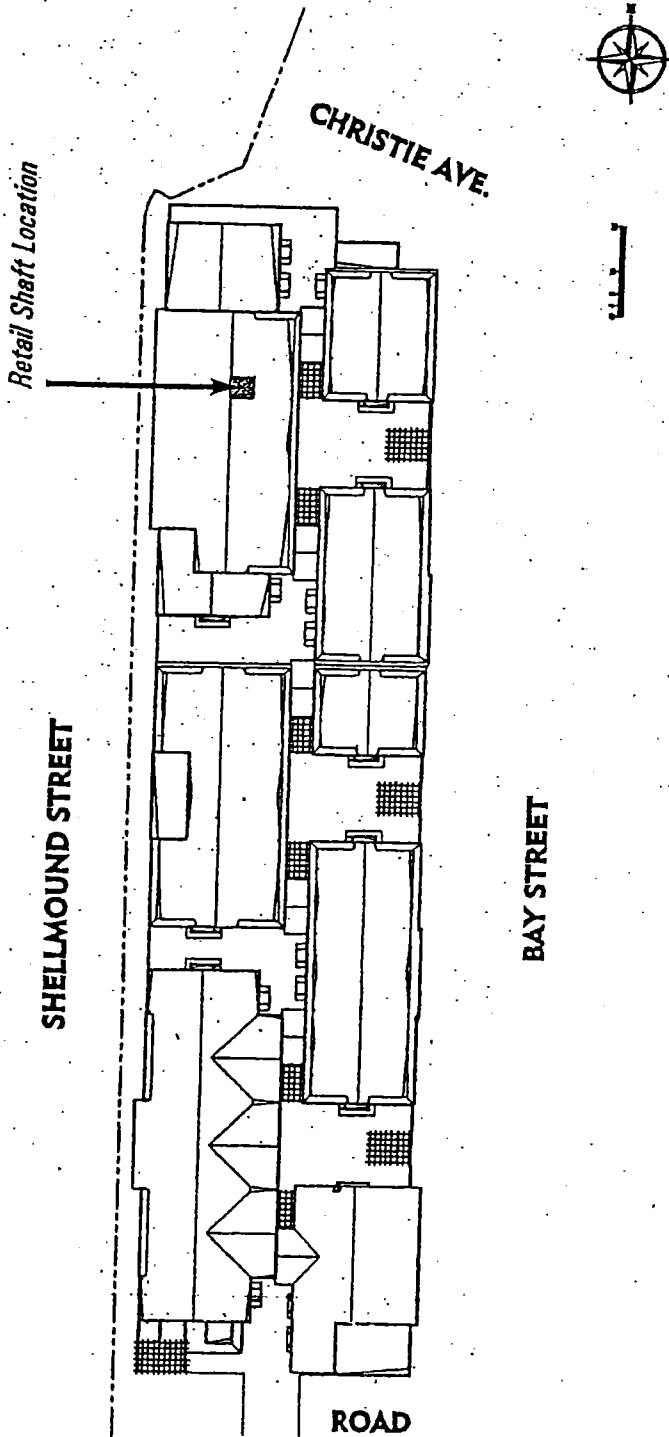
EXHIBIT F

Bay Street, Emeryville

BUILDING D
Residential Levels One & Two Plan

EXHIBIT F

RETAIL SHAFTS / PAGE 6 OF 6, BUILDING D



RETAIL SHAFTS
Page 6 of 6
BUILDING D

EXHIBIT F

Bay Street, Emeryville

BUILDING D
Residential Roof Plan

EXHIBIT G
RETAIL EQUIPMENT AREA

EXHIBIT G

EXHIBIT G
RETAIL EQUIPMENT AREA

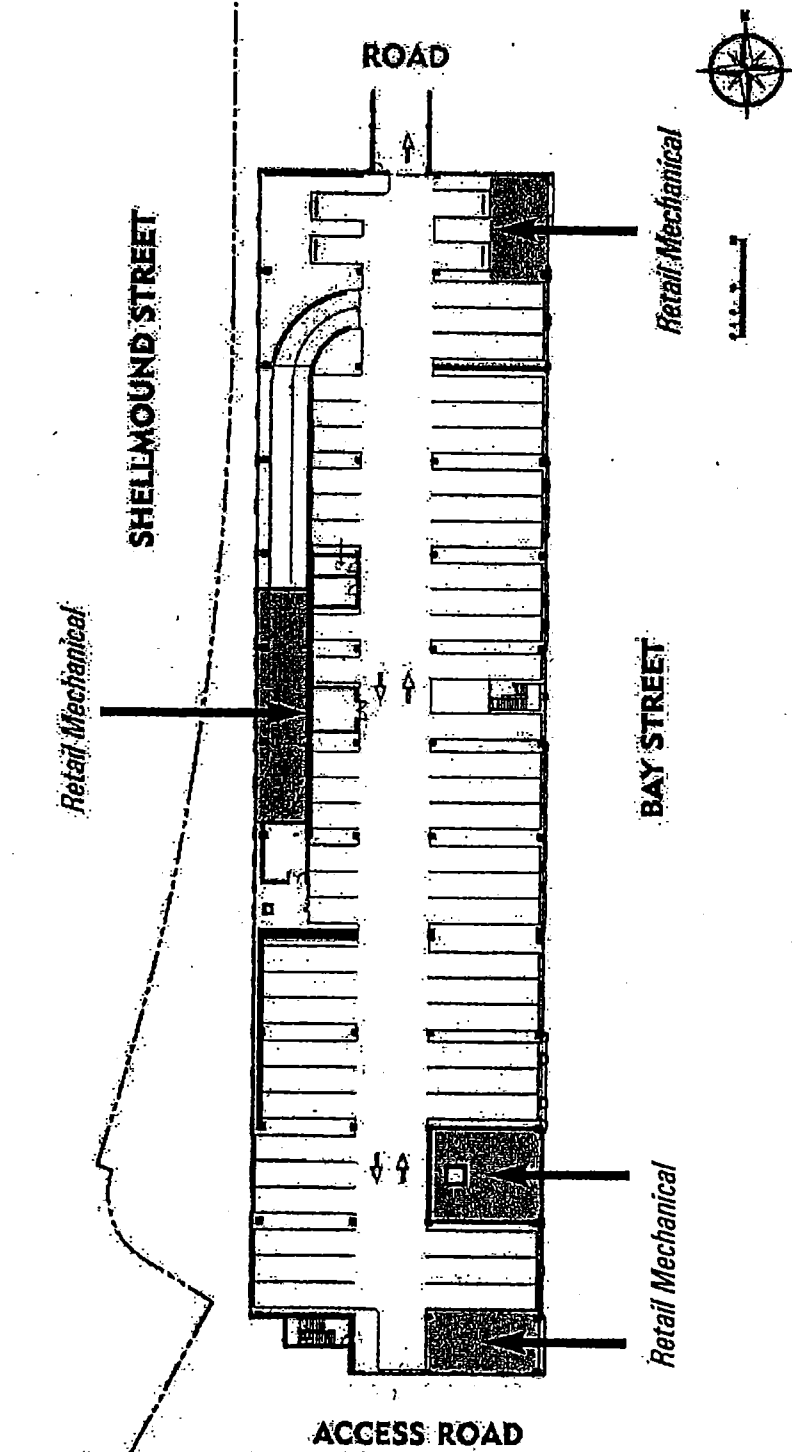


EXHIBIT G

Bay Street, Emeryville
CALIFORNIA

BUILDING C
Residential Parking Level Plan

EXHIBIT G
RETAIL EQUIPMENT AREA

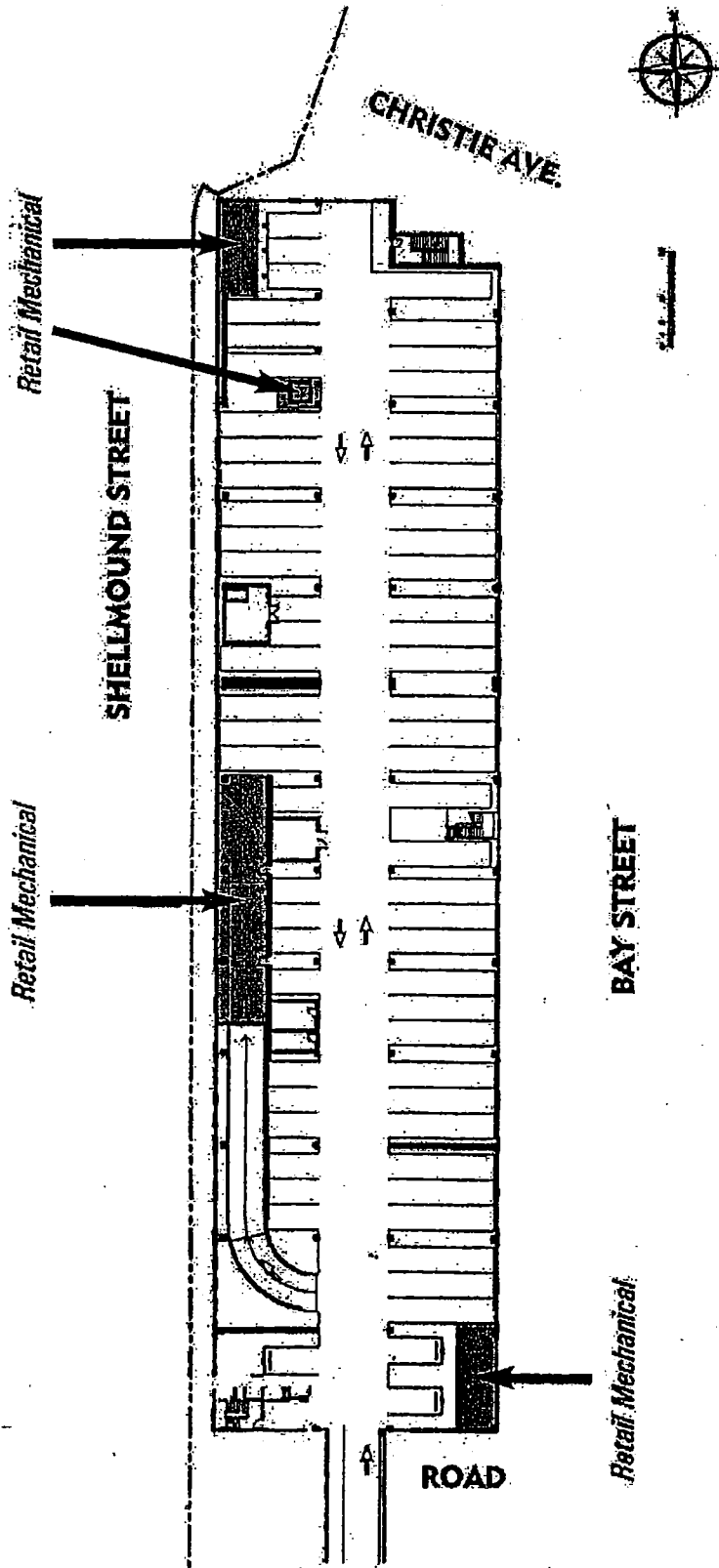


EXHIBIT G

Bay Street, Emeryville
CALIFORNIA

BUILDING D
Residential Parking Level Plan

EXHIBIT G

RETAIL EQUIPMENT AREA / PAGE 3 OF 4, BUILDING E (NORTH)

RETAIL EQUIPMENT AREA

Page 3 of 4

BUILDING E (North)

Elevator / Equipment

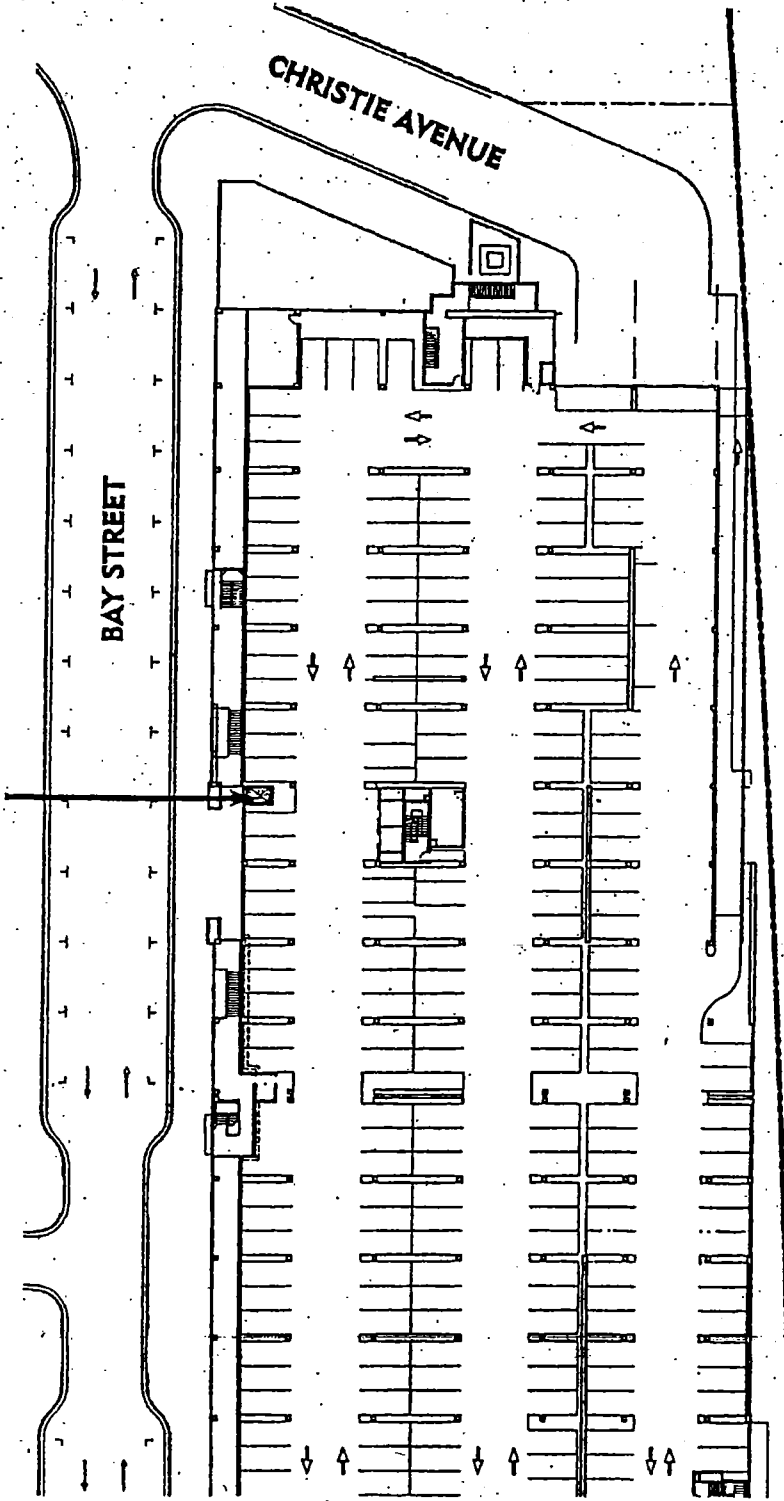


EXHIBIT G

Bay Street, Emeryville
COLLECTORS

BUILDING E
Residential Parking Level Plan (North)

EXHIBIT G

RETAIL EQUIPMENT AREA / PAGE 4 OF 4, BUILDING E (SOUTH)

RETAIL EQUIPMENT AREA
Page 4 of 4
BUILDING E (South)

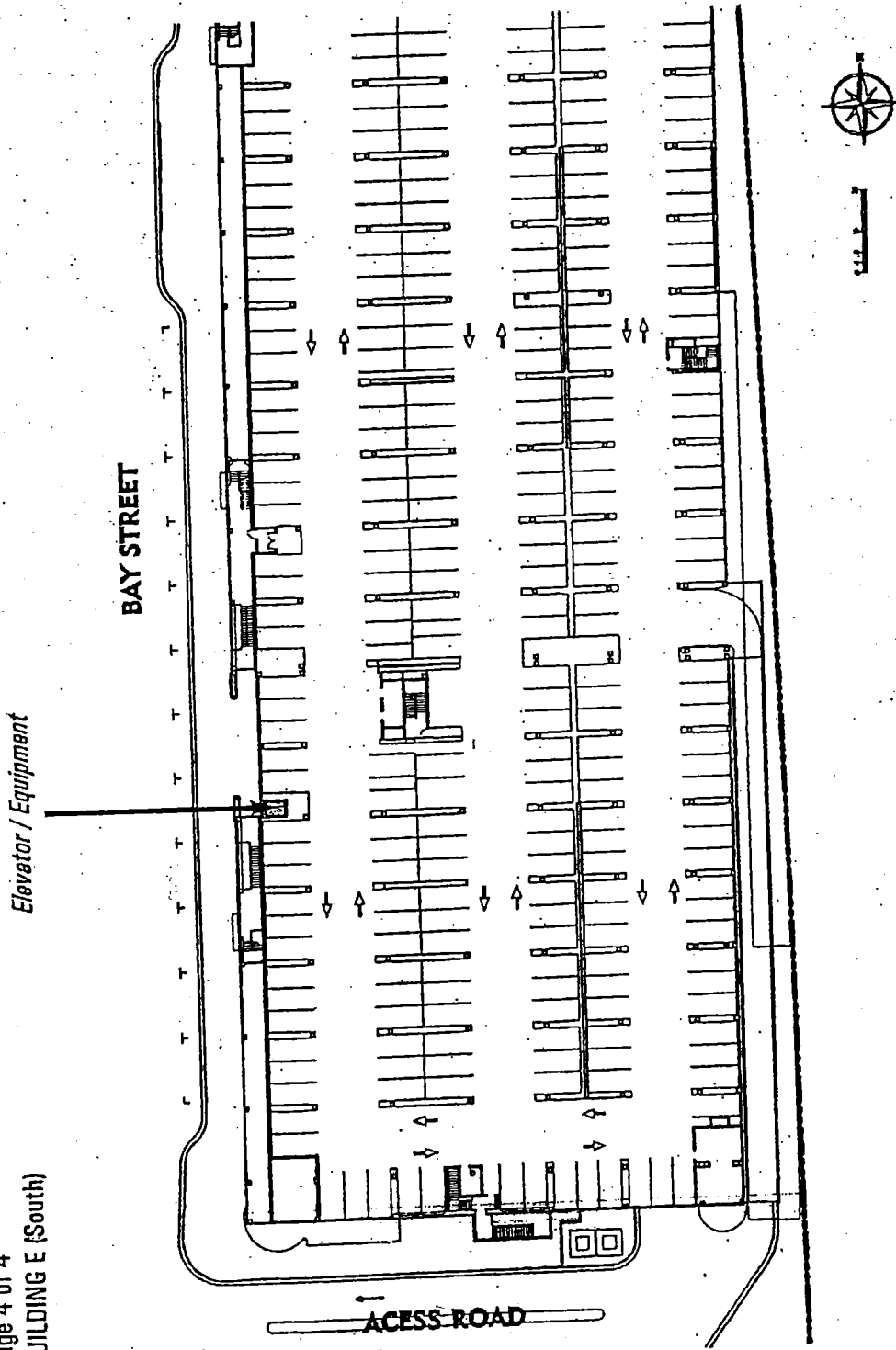


EXHIBIT G

Bay Street, Emeryville

BUILDING E
Residential Parking Level Plan (South)

EXHIBIT H

WEST LOADING ZONE/WESTERN RESIDENTIAL PARCELS TRASH AREA

EXHIBIT H

EXHIBIT H

WEST LOADING ZONE

WEST LOADING ZONE

Page 1 of 1

BUILDINGS C, D & E

Loading & Unloading Area

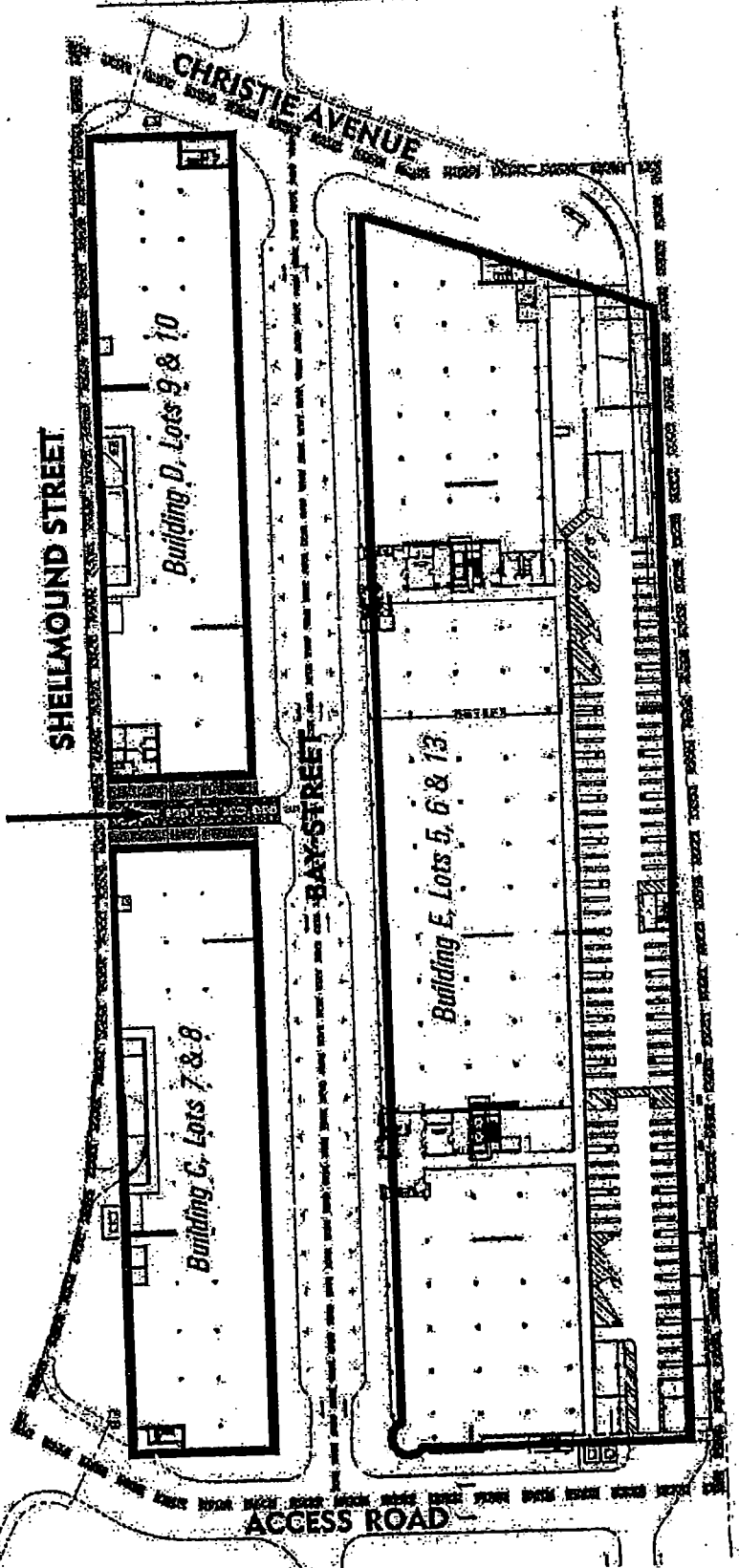


EXHIBIT H

Bay Street, Emeryville

**RETAIL LEVEL
SITE / BUILDING PLAN**



EXHIBIT I

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS

EXHIBIT I

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS

Page 1 of 4

BUILDING C

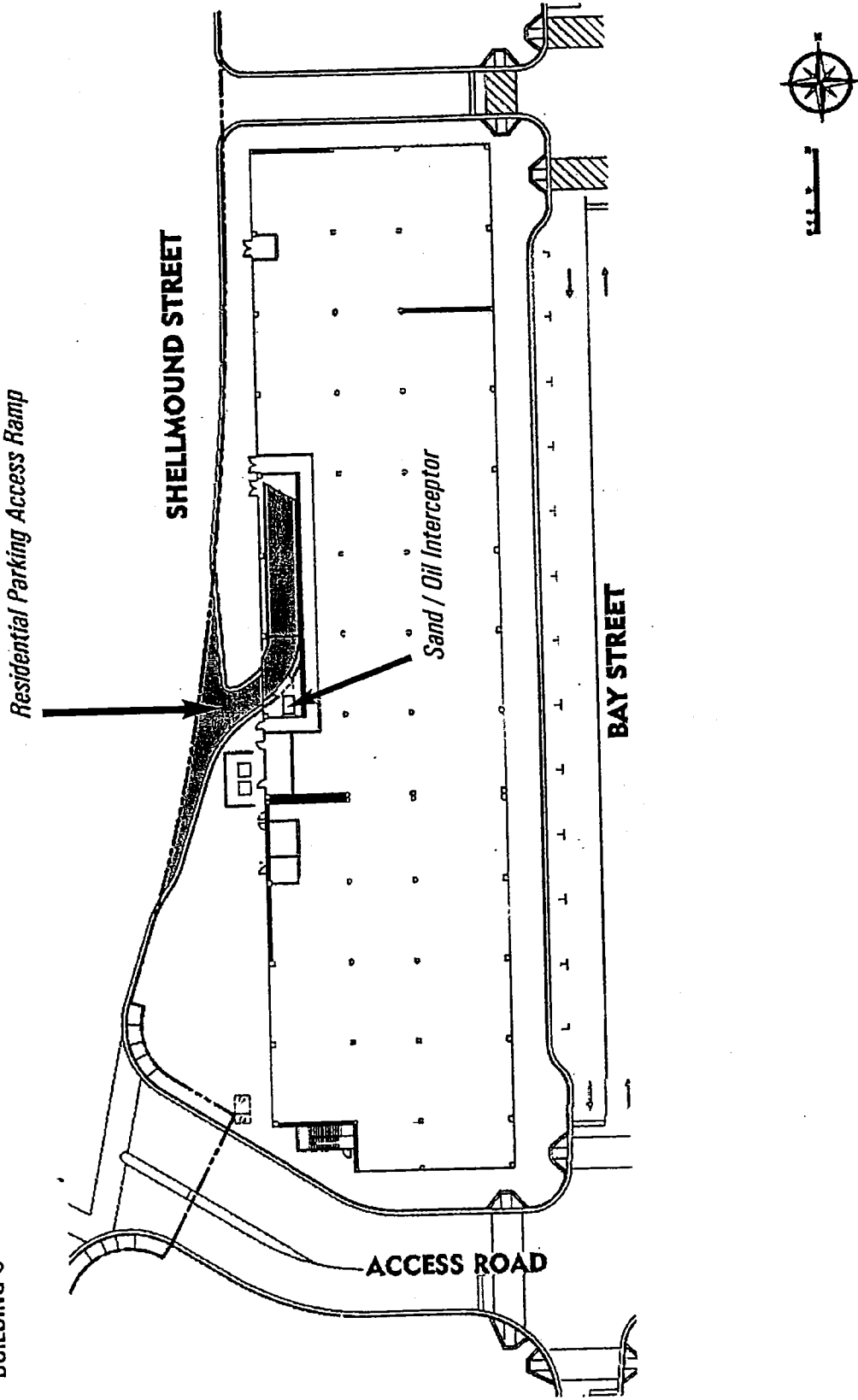


EXHIBIT I

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS

EXHIBIT I

Bay Street, Emeryville
CALIFORNIA

BUILDING C
Retail Level Plan

EXHIBIT I

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS

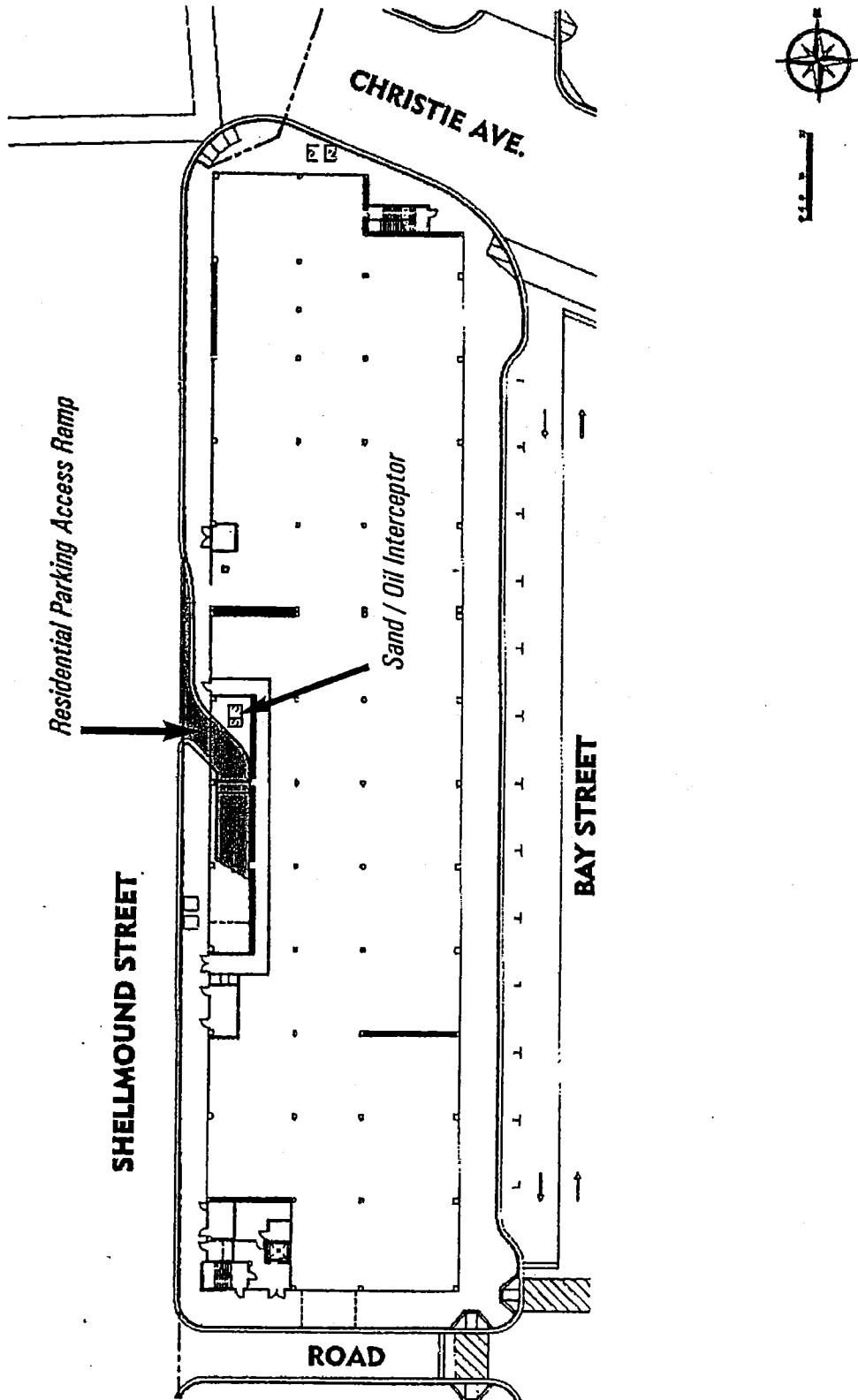


EXHIBIT I

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS
Page 2 of 4
BUILDING D

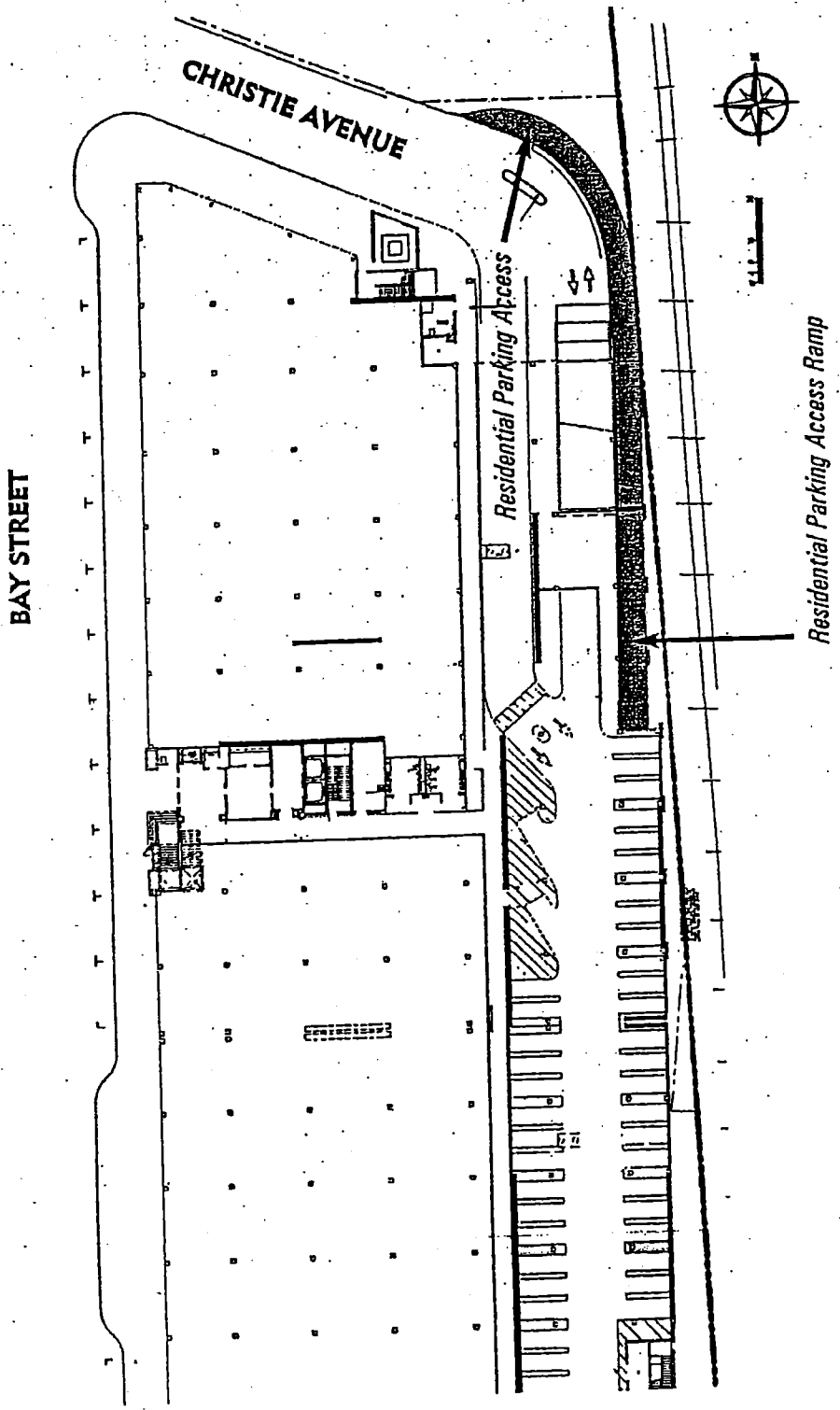
Bay Street, Emeryville
CALIFORNIA

BUILDING D
Retail Level Plan

EXHIBIT I

RETAIL PARKING FACILITY ACCESS, INCLUDING RAMPS / PAGE 3 OF 4, BUILDING E (NORTH)

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS
Page 3 of 4
BUILDING E (North)



Bay Street Emeryville
C O L L E C T I V E

BUILDING E
Retail Level Plan (North)

EXHIBIT I

EXHIBIT I

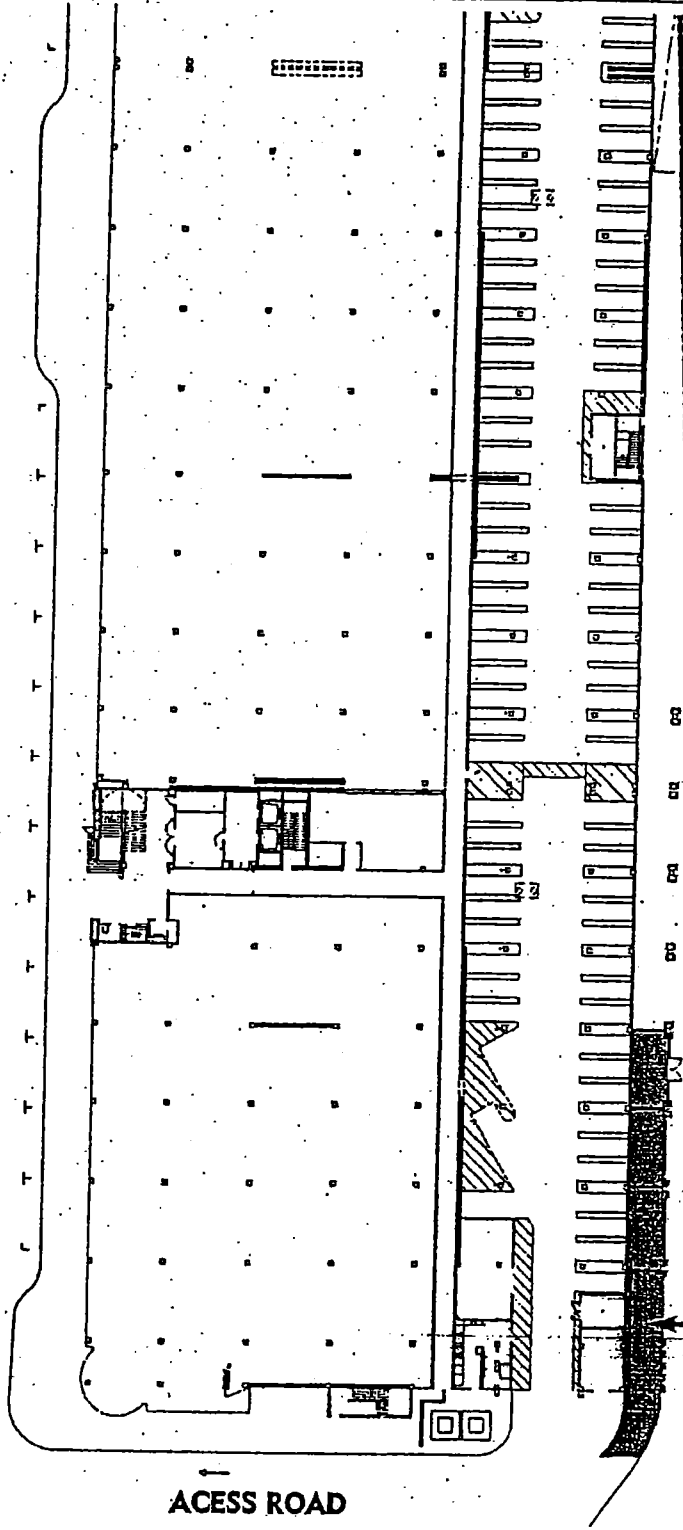
RETAIL PARKING FACILITY ACCESS, INCLUDING RAMPS / PAGE 4 OF 4, BUILDING E (SOUTH)

RESIDENTIAL PARKING FACILITY ACCESS, INCLUDING RAMPS

Page 4 of 4

BUILDING E (South)

BAY STREET



ACCESS ROAD



Residential Parking Access and Ramp

Bay Street Emeryville

BUILDING E
Retail Level Plan (South)

EXHIBIT I

EXHIBIT J

RESIDENTIAL TOWER ENTRANCE AREAS

EXHIBIT J

EXHIBIT J

RESIDENTIAL TOWER ENTRANCE AREAS

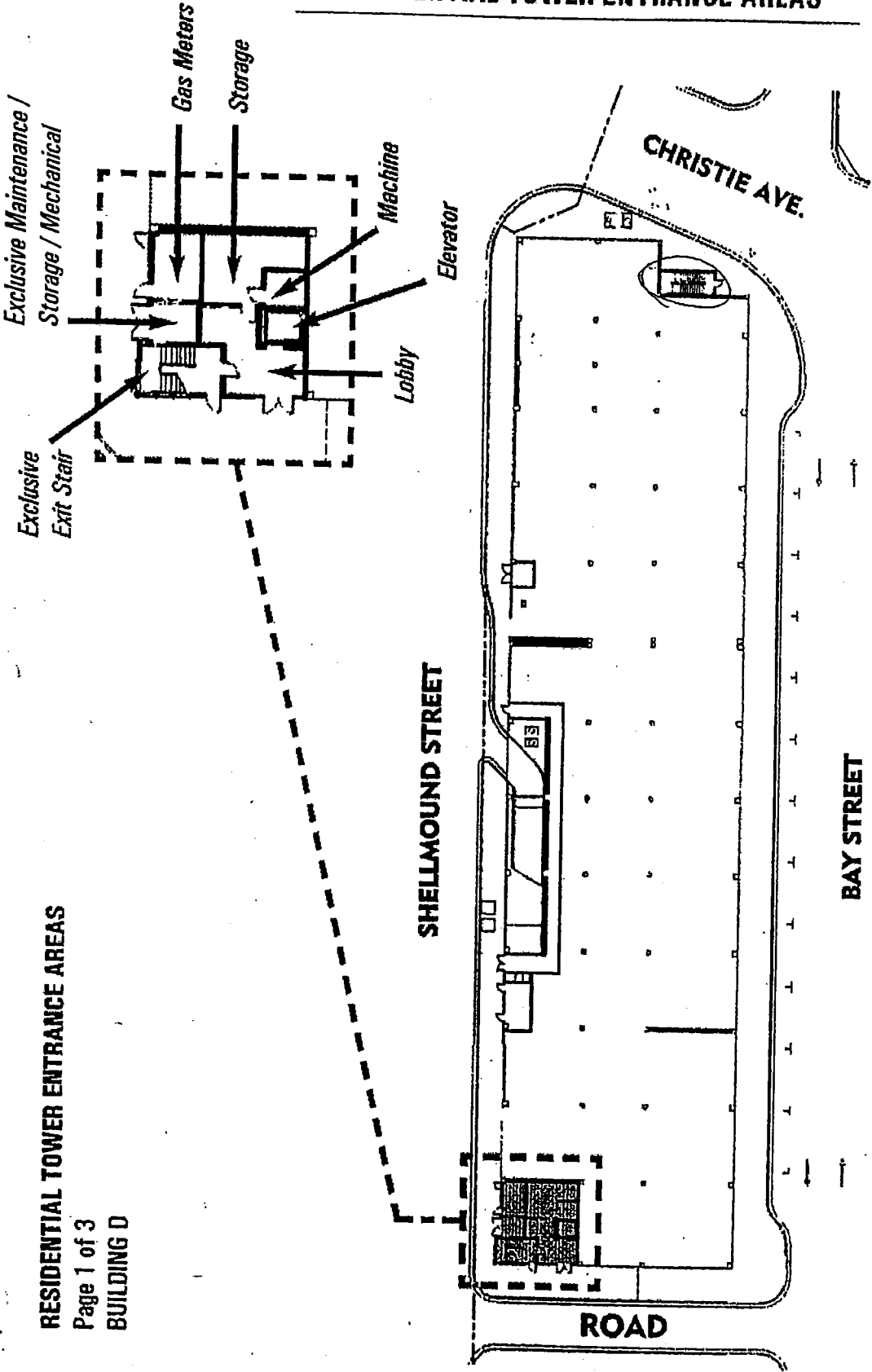


EXHIBIT J

RESIDENTIAL TOWER ENTRANCE AREAS

Page 1 of 3

BUILDING D

BUILDING D

Retail Level Plan

Bay Street, Emeryville

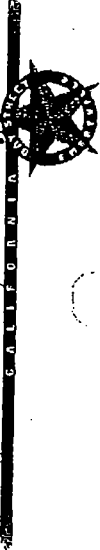
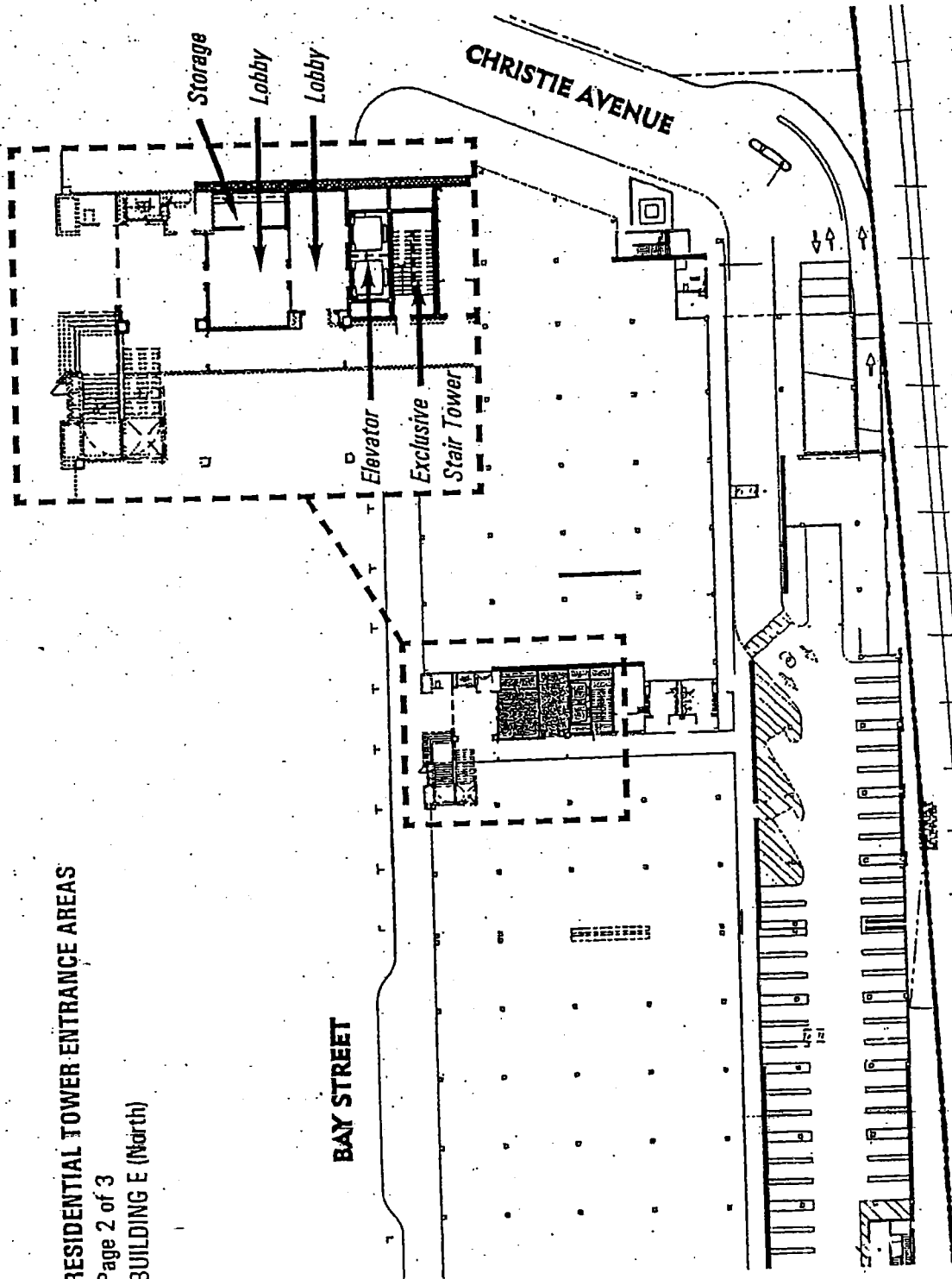


EXHIBIT J

RESIDENTIAL TOWER ENTRANCE AREAS / PAGE 2 OF 3, BUILDING E (NORTH)



RESIDENTIAL TOWER ENTRANCE AREAS
Page 2 of 3
BUILDING E (North)

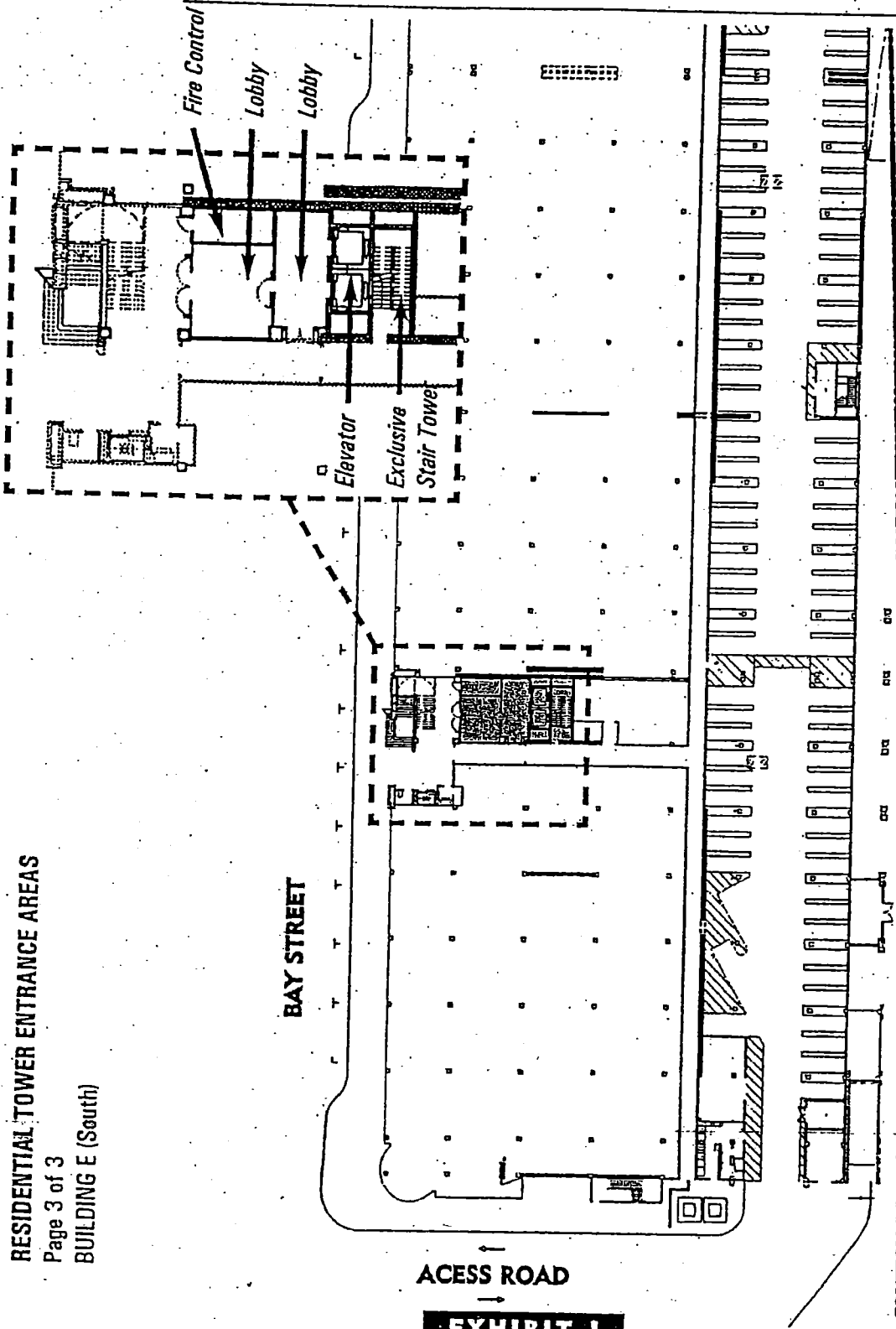
Bay Street Emeryville

BUILDING E
Retail Level Plan (North)

EXHIBIT J

EXHIBIT J

RESIDENTIAL TOWER ENTRANCE AREAS / PAGE 3 OF 3, BUILDING E (SOUTH)



RESIDENTIAL TOWER ENTRANCE AREAS

Page 3 of 3

BUILDING E (South)

ACCESS ROAD

EXHIBIT J

Bay Street, Emeryville



BUILDING E
Retail Level, Plan (South)

EXHIBIT K
WORK RULES

A. Residential Parcels:

1. Staging shall occur within Residential Parking Facilities.
2. Cantilevered safety netting shall be deployed around all construction perimeters above retail store fronts.
3. Scaffolding Restrictions:
 - (a) West Residential Parcels #1 and #2: (i) east, north and south elevations shall employ cantilevered scaffolds extending from the Residential Parking Facilities, (ii) west elevation shall employ cantilevered scaffolds or columns with bridging scaffolds.
 - (b) East Residential Parcel: (i) north, south and west elevations shall employ cantilevered scaffolds extending from the Residential Parking Facility, (ii) no restriction on east elevation.
 - (c) Scaffolding may be permitted on the restricted elevations noted in (a) and (b) above, subject to the prior written approval of Retail Developer, which approval shall not be unreasonably withheld or conditioned.
4. Construction Equipment and Deliveries:
 - (a) Tower cranes to be located on podium levels, except that West Residential Developer may locate cranes and other construction equipment on Brunswig Lane (including closing Brunswig Lane) from January 1, 2004 until November 18, 2004, and again from January 1, 2005 until November 17, 2005. Prior to exercising this right, West Residential Developer must give Project Developer written notice describing the cranes and construction equipment and secure Project Developer's consent, which will not be unreasonably withheld, delayed or conditioned so long as the proposed use is consistent with this Section 4(a). West Residential Developer shall Indemnify Project Developer against any Losses incurred by Project Developer as a result of West Residential Developer, or its employees, agents and contractors, locating tower cranes or other construction equipment on Brunswig Lane or elsewhere.
 - (b) Concrete pump trucks for West Residential Parcels #1 and #2 shall locate on Shellmound Street and Brunswig Lane.
 - (c) All Residential Parcels may locate concrete pump trucks after retail hours on Bay Street.

EXHIBIT K

5. Construction Parking: No construction parking or deliveries shall occur within the Retail Parking Facilities.

B. Project:

1. Work Hours:

- (a) Construction work hours shall conform to Legal Requirements.
- (b) Construction lighting shall conform to Legal Requirements.
- (c) Holiday Work Hours: All construction work, other than non-noise generating interior work shall be prohibited on Thanksgiving and the day following Thanksgiving and on Christmas and the week prior to Christmas.
- (d) Prior written notice and scheduling at mutually agreeable times of any utility connections that may interfere with another Owner's utilities shall be required.
- (e) Generators, air compressors and other noise producing equipment shall be properly muffled.

EXHIBIT L

DETERMINATION OF PURCHASE PRICE

The "Purchase Price" for the Non-Restoring Owner's Parcel shall be equal to the Fair Market Value (as defined below) for such Parcel, as determined in accordance with the following procedures. For purposes of the Declaration, the "Purchase Price Determination Date" is the date upon which the Fair Market Value is agreed upon or otherwise determined in accordance with this Exhibit.

A. Definition. "Fair Market Value" means the price (as determined pursuant to this Exhibit) at which the Non-Restoring Owner's Parcel would be sold for cash by a willing seller, not compelled to sell, to a willing buyer, not compelled to buy, on a free and clear basis, unencumbered by any financing (including, without limitation, any deeds of trust, mortgages, ground leases [in connection with sale/leaseback financing] or other security instruments securing any financing). However, the determination of the Fair Market Value shall take into account (and be reduced by) the market rate broker's fee that would customarily be paid by the seller.

B. Initial Valuation Procedure. Within 15 days following the delivery of the Preliminary Notice, the Non-Restoring Owner and Remaining Owner shall each independently determine the Fair Market Value and meet to exchange the values so determined and the basis therefor.

(1) If the higher value submitted is not more than 105% of the lower value, then the average of such values shall be deemed to be the Fair Market Value.

(2) If the higher value submitted is more than 105% of the lower value, then the Owners shall attempt in good faith to agree upon the Fair Market Value for the following 15 days.

C. Determination by Arbitration. If the Fair Market Value is not determined under Paragraph B above, then each Owner shall designate an arbitrator (who shall be an appraiser, investment sales broker or other real estate professional) and cause such arbitrator to submit a value within 30 days after the 15-day period under Paragraph B(2) above, which value shall not be less than the lesser of the two original proposed values and not greater than the greater of the two original proposed values; each arbitrator shall prepare a written evaluation of the Fair Market Value (including supporting data and calculations and an explanation of the arbitrator's methodology) within such 30-day period and provide copies thereof to both Owners.

(1) If the higher value submitted by the arbitrators is not more than 105% of the lower value submitted by the arbitrators, then the Fair Market Value shall be deemed to be the average of the values proposed by the arbitrators.

(2) If the higher value submitted by the arbitrators is more than 105% of the lower value submitted by the arbitrators, then the arbitrators shall appoint a third arbitrator (who shall (x) meet the same qualifications set forth above for the first two arbitrators, and (y) be an independent third party who has no direct or indirect financial interest in either Owner, and is not, directly or indirectly, controlled by or under common control with either Owner or any affiliate of an Owner) within 10 days after such 30-day period. If they fail to do so within five business days after such 10-day period, then the Owners shall jointly appoint a third arbitrator. If they fail to do so, then either Owner may request the American Arbitration Association or any successor organization thereto to appoint a third arbitrator. If a third arbitrator has not been appointed by the American Arbitration Association within 30 days of an Owner's request for it to do so, then either Owner may apply to any court having jurisdiction for appointment of the third arbitrator.

(3) The third arbitrator's sole function shall be to choose whichever of the values proposed by the prior two arbitrators is closest to the Fair Market Value and such choice shall establish the Fair Market Value. Such choice shall be made within 20 days after the third arbitrator is selected.

D. Costs. Each Owner shall be responsible for the fees and expenses of the arbitrator designated by it and one half of the fees and expenses of the third arbitrator, if one is required.

E. Conclusive Determination. The determination of Fair Market Value under this Exhibit M shall be conclusive and binding upon the Parties.

EXHIBIT M

SIGNAGE CRITERIA

A. **Residential Signage:**

1. Parcel 6 Residential Tower Signage:
 - (a) Project identification signage in the form of a blade sign mounted entirely above the retail storefront at or near the intersection of Christie and Bay Street.
 - (b) Project identification signage in the form of a blade sign mounted entirely above the retail storefront at or near the intersection of Temescal and Bay Street.
 - (c) Signage integrated with the architecture at the entry to the North Residential Tower Entrance Area. Letters mounted on canopy as an example.
 - (d) Banners on light poles at Bay Street in front of both North and South Residential Tower Entrance Areas.
 - (e) Blade signs and window signs at or near entry to leasing office(s) in Residential Tower.
 - (f) Signage at or near elevators for residential lobbies and call boxes in both Residential Tower Entrance Areas.
 - (g) Leasing signs in the form of well-designed movable structures to be placed at Bay Street entry to North Residential Tower Entrance Area.
 - (h) Parking access signage in the form of a ground or wall mounted sign at or near the entry to the parking ramp at the Southeast corner of Residential Tower.
 - (i) During the period extending until ninety percent (90%) of the Residential Units within the East Residential Parcel are sold or leased for the first time, banners advertising Residential Units within the East Residential Parcel shall be allowed on the East Residential Parcel in locations approved by Project Developer (such approval not to be unreasonably withheld, delayed or conditioned), in accordance with City sign ordinances.
2. Parcels 8 and 10 Residential Towers Signage
 - (a) Limited project identification signage in the form of a blade sign mounted entirely above the retail storefront at or near the intersection of Brunswig Lane and Bay Street.

- (b) Project signage in the form of a wall or window sign at the Residential lobby(s).
- (c) Sales phase banners mounted to light poles near Brunswig Lane and Bay Street.
- (d) Sales phase signs in the form of well-designed movable structures to be placed at Brunswig Lane and Bay Street.
- (e) Parking access signage in the form of a ground or wall mounted sign at or near the entry to the parking ramp at Residential Parcel 8 Residential Tower on Shellmound .
- (f) Sales phase banners shall be allowed on the residential levels of the westside of the Residential Tower in accordance with the City sign ordinance.
- (g) During the Initial Residential Sales Phase, banners advertising Residential Units within the West Residential Parcels shall be allowed on the bridge connecting West Residential Parcel #1 (Building C) and West Residential Parcel #2 (Building D), as well as the north side of West Residential Parcel #2 and the south side of West Residential Parcel #1, in accordance with City sign ordinances.

B. Retail Parcel Signage:

1. Building signage in accordance with City sign ordinances or approvals granted by the City in connection with the Retail Project.
2. Directories: the location of Residential leasing offices and guest call boxes shall be indicated on all street level directories.

EXHIBIT N

SCHEDULE OF APPROVED PLANS

BUILDING C & D PLANS

MECHANICAL (FOR PERMIT)

ME201-A	BUILDING C GARAGE LEVEL PENETRATIONS
ME201-B	BUILDING C GARAGE LEVEL PENETRATIONS
ME201-C	BUILDING C GARAGE LEVEL PENETRATIONS
ME203-A	BUILDING C PODIUM PENETRATIONS
ME203-B	BUILDING C PODIUM PENETRATIONS
ME203-C	BUILDING D PODIUM PENETRATIONS
ME201-A	BUILDING D GARAGE LEVEL PENETRATIONS
ME201-B	BUILDING D GARAGE LEVEL PENETRATIONS
ME201-C	BUILDING D GARAGE LEVEL PENETRATIONS
ME203-A	BUILDING D PODIUM PENETRATIONS
ME203-B	BUILDING D PODIUM PENETRATIONS
ME203-C	BUILDING D PODIUM PENETRATIONS
ME01-CD	LEGEND, ABBREVIATIONS, SCHEDULES & DETAILS
ME03-CD	TITLE 24 - MECHANICAL
ME00-C	BUILDING C MECHANICAL PLAN
ME00-D	BUILDING D MECHANICAL PLAN
ME01-D	BUILDING D LOBBY AND STAIR MECHANICAL
ME01-CD	BUILDING C & D UNITS 1 & 1A MECHANICAL PLANS
ME02-CD	BUILDING C & D UNITS 2 & 2A MECHANICAL PLANS
ME03-CD	BUILDING C & D UNITS 1B & 2B MECHANICAL PLANS
ME04-CD	DETAILS

ELECTRICAL (FOR PERMIT)

E001-CD	LEGEND & ABBREVIATIONS
E004-CD	ELECTRICAL SCHEDULES
E201-C	BUILDING C - RETAIL LEVEL ELECTRICAL PLAN
E202-C	BUILDING C - GARAGE LEVEL ELECTRICAL PLAN
E203-C	BUILDING C - PODIUM LEVEL ELECTRICAL PLAN
E204-C	BUILDING C - SECOND LEVEL ELECTRICAL PLAN
E201-D	BUILDING D - RETAIL LEVEL ELECTRICAL PLAN
E202-D	BUILDING D - GARAGE LEVEL ELECTRICAL PLAN
E203-D	BUILDING D - PODIUM LEVEL ELECTRICAL PLAN
E204-D	BUILDING D - SECOND LEVEL ELECTRICAL PLAN
E301-C	BUILDING C - ENLARGED PLANS
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E401-CD	UNIT PLANS
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E601-CD	ELECTRICAL DETAILS

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PE02-CD	BUILDING C & D PLUMBING SCHEDULE
PE01-C	BUILDING C - RETAIL LEVEL PLUMBING PLAN
PE02A-C	BUILDING C - GARAGE LEVEL PLUMBING PLAN
PE02B-C	BUILDING C - GARAGE LEVEL PLUMBING PLAN
PE02C-C	BUILDING C - GARAGE LEVEL PLUMBING PLAN
PE03A-C	BUILDING C - PODIUM LEVEL PLUMBING PLAN
PE03B-C	BUILDING C - PODIUM LEVEL PLUMBING PLAN
PE03C-C	BUILDING C - PODIUM LEVEL PLUMBING PLAN
PE04A-C	BUILDING C - SECOND LEVEL PLUMBING PLAN
PE04B-C	BUILDING C - SECOND LEVEL PLUMBING PLAN
PE04C-C	BUILDING C - SECOND LEVEL PLUMBING PLAN
PE05-C	BUILDING C - ROOF PLUMBING PLAN
PE01-D	BUILDING D - RETAIL LEVEL PLUMBING PLAN
PE02A-D	BUILDING D - GARAGE LEVEL PLUMBING PLAN
PE02B-D	BUILDING D - GARAGE LEVEL PLUMBING PLAN
PE02C-D	BUILDING D - GARAGE LEVEL PLUMBING PLAN
PE03A-D	BUILDING D - PODIUM LEVEL PLUMBING PLAN
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PE01-CD	BUILDING C & D UNIT 1 & 1A ENLARGED PLANS
PE02-CD	BUILDING C & D UNIT 2 & 2A ENLARGED PLANS
PE03-CD	BUILDING C & D UNIT 1B & 2B ENLARGED PLANS
PE04-CD	BUILDING C & D PLUMBING DETAILS

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A102-CD STAIR
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Bay Street Residential - Building E
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 November-05

Current drawing is the most recent revision as of November 2005

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RFIs and Submittals

All RFIs approved to date

All Submittals approved to date

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